LANDSTAR SYSTEM INC
Form 10-K
February 28, 2007

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended December 30, 2006

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number: 0-21238

Landstar System, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**06-1313069**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
13410 Sutton Park Drive South Jacksonville, Florida	**32224**
(Address of principal executive offices)	*(Zip Code)*

(904) 398-9400
(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Exchange on Which Registered**
Common Stock, $0.01 Par Value	The NASDAQ Stock Market, Inc.

Securities Registered Pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (check one)

Large accelerated filer þ Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No þ

The aggregate market value of the voting stock held by non-affiliates of the registrant was $2,715,389,000 (based on the per share closing price on June 30, 2006, the last business day of the Company s second fiscal quarter, as reported on the NASDAQ Global Select Market). In making this calculation, the registrant has assumed, without admitting for any purpose, that all directors and executive officers of the registrant, and no other persons, are affiliates.

The number of shares of the registrant s common stock, par value $.01 per share (the Common Stock), outstanding as of the close of business on February 16, 2007 was 56,052,780.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document are incorporated by reference in this Form 10-K as indicated herein:

Document	**Part of 10-K into Which Incorporated**
Proxy Statement relating to Landstar System, Inc. s Annual Meeting of Stockholders scheduled to be held on May 3, 2007	Part III

LANDSTAR SYSTEM, INC.

2006 ANNUAL REPORT ON FORM 10-K

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PART I

Item 1. *Business*

General

Landstar System, Inc. was incorporated in January 1991 under the laws of the State of Delaware. It acquired all of the capital stock of its predecessor, Landstar System Holdings, Inc. (LSHI) on March 28, 1991. LSHI owns directly or indirectly all of the common stock of Landstar Ranger, Inc. (Landstar Ranger), Landstar Inway, Inc. (Landstar Inway), Landstar Ligon, Inc. (Landstar Ligon), Landstar Gemini, Inc. (Landstar Gemini), Landstar Carrier Services, Inc. (Landstar Carrier Services), Landstar Global Logistics, Inc. (Landstar Global Logistics), Landstar Logistics, Inc. (Landstar Logistics), Landstar Express America, Inc. (Landstar Express America), Landstar Contractor Financing, Inc. (LCFI), Risk Management Claim Services, Inc. (RMCS) and Signature Insurance Company (Signature). Landstar Ranger, Landstar Inway, Landstar Ligon, Landstar Gemini, Landstar Carrier Services, Landstar Global Logistics, Landstar Logistics and Landstar Express America are collectively herein referred to as Landstar s Operating Subsidiaries. Landstar System, Inc., LSHI, LCFI, RMCS, Signature and the Operating Subsidiaries are collectively referred to herein as Landstar or the Company, unless the context otherwise requires. The Company s principal executive offices are located at 13410 Sutton Park Drive South, Jacksonville, Florida 32224 and its telephone number is (904) 398-9400. The Company makes available free of charge through its website its annual report on Form 10-K, quarterly reports on Form 10-Q, proxy and current reports on Form 8-K as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission (SEC). The Company s website is www.landstar.com. The SEC maintains a website at http://www.sec.gov that contains the Company s current and periodic reports, proxy and information statements and other information filed electronically with the SEC.

Historical Background

In March 1991, Landstar acquired LSHI in a buy-out organized by Kelso & Company, Inc. (Kelso). Investors in the acquisition included Kelso Investment Associates IV, L.P. (KIA IV), an affiliate of Kelso, ABS MB Limited Partnership, an affiliate of DB Alex. Brown LLC (formerly known as Alex. Brown & Sons Incorporated), and certain management employees of the Company. In March 1993, Landstar completed a recapitalization which consisted of three principal components: (i) an initial public offering of Common Stock at a price of $13.00 per share, $1.625 per share adjusted for subsequent stock splits, (ii) the retirement of all its outstanding 14% Senior Subordinated Notes, and (iii) the refinancing of the Company s then existing senior debt facility with a senior bank credit agreement.

In October 1993, the Company completed a secondary public offering. Immediately subsequent to the offering, KIA IV no longer owned any shares of Landstar Common Stock and affiliates of DB Alex. Brown LLC retained approximately 1% of the Common Stock outstanding.

On July 17, 2002, the Company declared a two-for-one stock split effected in the form of a 100% stock dividend distributed on August 12, 2002 to stockholders of record on August 2, 2002.

On October 15, 2003, the Company declared a two-for-one stock split effected in the form of a 100% stock dividend distributed on November 13, 2003 to stockholders of record on November 3, 2003.

On December 9, 2004, the Company declared a two-for-one stock split effected in the form of a 100% stock dividend distributed on January 7, 2005 to stockholders of record on December 28, 2004.

Description of Business

Landstar is a non-asset based transportation and logistics services company, providing transportation capacity and related transportation services to shippers throughout the United States, and to a lesser extent, in Canada, and between the United States and Canada, Mexico and other countries. These business services emphasize safety, information coordination and customer service and are delivered through a network of independent commission sales agents and third party capacity providers linked together by a series of technological applications which are provided and coordinated by the Company. The Company s independent

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commission sales agents typically enter into non-exclusive contractual arrangements with Landstar s capacity providers and coordinating the transportation of the freight with customers and capacity providers. The Company s third party capacity providers consist of independent contractors who provide truck capacity to the Company under exclusive lease arrangements (the Business Capacity Owner Independent Contractors or BCO Independent Contractors), unrelated trucking companies who provide truck capacity to the Company under non-exclusive contractual arrangements (the Truck Brokerage Carriers), air cargo carriers, ocean cargo carriers, railroads, unrelated bus providers and Warehouse Capacity Owners (as defined below). Through this network of agents and capacity providers, Landstar operates a transportation and logistics services business primarily throughout North America with revenue exceeding $2.5 billion during the most recently completed fiscal year.

Landstar provides transportation services to a variety of industries, including iron and steel, automotive products, paper, lumber and building products, aluminum, chemicals, foodstuffs, heavy machinery, retail, electronics, ammunition and explosives and military hardware. In addition, Landstar provides transportation services to other transportation companies including logistics and less-than-truckload service providers. Landstar s transportation services include a full array of truckload transportation utilizing a wide range of specialized equipment including dry vans of various sizes, flatbeds (including drop decks and light specialty trailers), temperature-controlled vans and containers. In addition, Landstar provides dedicated contract and logistics solutions, including freight optimization and less than truckload freight consolidations. Landstar also provides expedited land and air delivery of time-critical freight and the movement of containers via ocean.

Landstar focuses on providing transportation and logistics services which emphasize customer service and information coordination among its independent commission sales agents, customers and capacity providers. Landstar intends to continue developing appropriate systems and technologies that offer integrated transportation and logistics solutions to meet the total needs of its customers.

During the second half of 2006, the Company began the roll-out of its warehouse initiative. The Company s strategy is to offer its customers, through its independent commission sales agent network, national warehousing services without owning or leasing facilities or hiring employees to work at warehouses. The initial phase of developing the product offering included the identification of qualified independent regional warehouse facilities. As of December 30, 2006, the Company has entered into non-exclusive arrangements with 102 independent warehouse capacity providers (Warehouse Capacity Owners or WCOs) in the United States. The Company s warehouse offering is designed to provide the availability of warehouse capacity nationally to its customers utilizing a network of independently owned and operated regional warehouse facilities linked by a single warehouse information technology application. The Company believes the addition of warehousing services to its transportation and logistics product offerings will contribute to additional freight transportation opportunities to and from the network of warehouse facilities. Revenue derived directly from warehouse storage and services will be reported net of the amount earned by the WCO. In general, WCOs are paid a fixed percentage of the gross revenue for storage and services provided through their warehouse. The roll-out of warehousing services will continue throughout 2007. Warehousing services were not a significant contributor to revenue or earnings in 2006.

The Company has three reportable business segments. These are the carrier, global logistics and insurance segments. The financial information relating to the Company s reportable business segments as of and for the fiscal years ending 2006, 2005 and 2004 is included in Footnote 10 of Item 8, Financial Statements and Supplementary Data of this Form 10-K.

The carrier segment consists of Landstar Ranger, Landstar Inway, Landstar Ligon, Landstar Gemini and Landstar Carrier Services. The carrier segment primarily provides transportation services to the truckload market for a wide range of general commodities over irregular or non-repetitive routes utilizing dry and specialty vans and unsided

trailers, including flatbed, drop deck and specialty. It also provides short-to-long haul movement of containers by truck, dedicated power-only truck capacity and truck brokerage. The carrier segment markets its services primarily through independent commission sales agents and utilizes Business Capacity Owner Independent Contractors and Truck Brokerage Carriers.

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The nature of the carrier segment business is such that a significant portion of its operating costs varies directly with revenue. At December 30, 2006, the carrier segment operated a fleet of 8,794 tractors, provided by 8,140 BCO Independent Contractors, and 13,560 trailers. Approximately 4,800 of the trailers available to the carrier segment are provided by BCO Independent Contractors, 1,022 are leased by the Company at rental rates that vary with the revenue generated through the trailer, 6,028 are owned by the Company, 1,591 are under a long-term rental arrangement at a fixed rate, and 119 are rented on a short-term basis from trailer rental companies. In addition, the Company has over 23,000 qualified Truck Brokerage Carriers who provide additional tractor and trailer capacity. Over 15,000 of these qualified Truck Brokerage Carriers have moved at least one load of freight for the Company during the 180 day period immediately preceding December 30, 2006. The use of BCO Independent Contractors, Truck Brokerage Carriers and other third party capacity providers enables the carrier segment to utilize a large fleet of revenue equipment while minimizing capital investment and fixed costs, thereby enhancing return on investment. BCO Independent Contractors who provide a tractor receive a percentage of the revenue generated for the freight hauled and a larger percentage of such revenue for providing both a tractor and a trailer. Truck Brokerage Carriers are paid a negotiated rate for each load they haul. The carrier segment s network of over 1,100 independent commission sales agent locations provides an in-market presence throughout the continental United States and Canada.

The global logistics segment is comprised of Landstar Global Logistics and its subsidiaries, Landstar Logistics and Landstar Express America. Transportation and logistics services provided by the global logistics segment include the arrangement of multimodal (ground, air, ocean and rail) moves, contract logistics, truck brokerage, emergency and expedited ground, air and ocean freight, bus brokerage and warehousing. The global logistics segment markets its services primarily through independent commission sales agents and utilizes capacity provided by BCO Independent Contractors and other third party capacity providers, including Truck Brokerage Carriers, railroads, air and ocean cargo carriers, bus providers and WCOs. Global logistics independent commission sales agents generally receive a percentage of the gross profit from each load they generate or a percentage of the gross revenue from warehousing services. BCO Independent Contractors who provide truck capacity to the global logistics segment are compensated based on a percentage of the revenue generated by the haul depending on the type and timing of the shipment. Truck Brokerage Carriers are paid either a negotiated rate for each load they haul or a contractually agreed-upon fixed amount per load. Railroads, air and ocean cargo carriers generally receive a contractually fixed amount per load and bus providers receive a negotiated rate per mile or per day. Warehouse Capacity Owners generally are paid a fixed percentage of the gross revenue for storage and services provided through their warehouse.

The nature of the global logistics segment business is such that a significant portion of its operating costs also varies directly with revenue. At December 30, 2006, the global logistics segment operated a fleet of 411 trucks, provided by approximately 376 BCO Independent Contractors. Global logistics segment BCO Independent Contractors primarily provide cargo vans and straight trucks that are utilized for emergency and expedited freight services. The global logistics segment s network of over 170 independent commission sales agents provides over 170 sales locations. Approximately 29% of the global logistics segment s revenue and 8% of consolidated revenue is contributed by one independent commission sales agent who derives the majority of his revenue from one customer. During the fiscal years 2006, 2005 and 2004, 15%, 35% and 12%, respectively, of the global logistics segment s revenue was derived from transportation services provided in support of disaster relief efforts provided primarily under a contract between Landstar Express America and the United States Department of Transportation/Federal Aviation Administration (the FAA Contract).

The insurance segment is comprised of Signature, a wholly-owned offshore insurance subsidiary, and RMCS. The insurance segment provides risk and claims management services to Landstar s operating subsidiaries. In addition, it reinsures certain risks of the Company s BCO Independent Contractors and provides certain property and casualty insurance directly to Landstar s operating subsidiaries.

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Factors Significant to the Company s Operations

Management believes the following factors are particularly significant to the Company s operations:

Agent Network

Management believes the Company has more independent commission sales agents than any other non-asset based transportation and logistics services company. Landstar s network of over 1,300 independent commission sales agent locations provides the Company with regular contact with shippers at the local level and the capability to be highly responsive to shippers changing needs. The agent network also enables Landstar to be responsive both in providing specialized equipment to both large and small shippers and in providing capacity on short notice from the Company s large fleet. Through its agent network, the Company believes it offers smaller shippers a level of service comparable to that typically enjoyed only by larger customers. Examples of services that Landstar is able to make available through the agent network to smaller shippers include the ability to provide transportation services on short notice (often within hours from notification to time of pick-up), multiple pick-up and delivery points, electronic data interchange capability and access to specialized equipment. In addition, a number of the Company s agents specialize in certain types of freight and transportation services (such as oversized or heavy loads).

The typical Landstar agent maintains a relationship with a number of shippers and services these shippers by providing a base of operations for the Company s BCO Independent Contractors and other third party capacity providers. Independent commission sales agents in the carrier segment receive a commission generally between 5% and 8% of the revenue they generate if the load is hauled by a BCO Independent Contractor and a contractually agreed-upon percentage of the revenue or the gross profit, defined as revenue less the cost of purchased transportation, from each load they generate if hauled by a Truck Brokerage Carrier. In most cases, the carrier segment independent commission sales agents are paid volume-based incentives for freight hauled by BCO Independent Contractors. Global logistics independent commission sales agents are typically paid a contractually agreed-upon percentage of the gross profit from each load they generate or a percentage of the gross revenue from sourcing warehousing services.

The Company s primary day to day contact with its customers is through its agents and not through employees of the Company. Nevertheless, it is important to note that Operating Subsidiaries contract directly with customers and generally assume the credit risk and liability for freight losses or damages.

The carrier segment s independent commission sales agents use the Company s Landstar Electronic Administrative Dispatch System (LEADS) software program which enables these agents to enter available freight, dispatch capacity and process most administrative procedures and then communicate that information to Landstar and its capacity providers via the internet. The global logistics segment s independent commission sales agents use other Landstar proprietary software to process customer shipments and communicate the necessary information to third party capacity providers and Landstar. The Company s web-based available freight and truck information system provides a listing of available trucks to the Company s independent commission sales agents.

The Operating Subsidiaries emphasize programs to support the agents operations and to establish pricing parameters. The carrier segment and global logistics segment maintain regular contact with their independent commission sales agents and Landstar holds an annual company-wide agent convention.

During 2006, 490 agents generated revenue for Landstar of at least $1 million each, or approximately $2.3 billion of Landstar s total revenue, and one agent generated approximately $196,000,000 of Landstar s total revenue.

Although the Company generally enters into non-exclusive contractual relationships with its independent commission sales agents, management believes that the majority of the agents who generate revenue of $1 million or more choose to represent Landstar exclusively. Historically, Landstar has experienced very limited agent turnover among its larger-volume agents.

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Capacity

The Company relies exclusively on independent third parties for its hauling and warehousing capacity. These third party capacity providers consist of BCO Independent Contractors, Truck Brokerage Carriers, air and ocean cargo carriers, railroads, bus providers and WCOs. Landstar s use of capacity provided by its BCO Independent Contractors and other third party capacity providers allows it to maintain a lower level of capital investment, resulting in lower fixed costs. Historically, with the exception of air revenue, the margin generated from freight hauled by BCO Independent Contractors has been greater than from freight hauled by other third party capacity providers.

BCO Independent Contractors. Management believes the Company has the largest fleet of truckload BCO Independent Contractors in the United States. This provides marketing, operating, safety, recruiting, retention and financial advantages to the Company. The Company s BCO Independent Contractors are compensated based on a fixed percentage of the revenue generated from the freight they haul. This percentage generally ranges from 60% to 70% where the BCO Independent Contractor provides only a tractor and from 73% to 79% where the BCO Independent Contractor provides both a tractor and a trailer. The BCO Independent Contractor must pay substantially all of the expenses of operating his/her equipment, including driver wages and benefits, fuel, physical damage insurance, maintenance, highway use taxes and debt service.

The Company maintains an internet site through which BCO Independent Contractors can view a complete listing of all the Company s available freight, allowing them to consider rate, size, origin and destination when planning trips.

The Landstar Contractors Advantage Purchasing Program leverages Landstar s purchasing power to provide discounts to eligible BCO Independent Contractors when they purchase equipment, fuel, tires and other items. In addition, LCFI provides a source of funds at competitive interest rates to the BCO Independent Contractors to purchase primarily trailing equipment and mobile communication equipment.

Trucks provided to the Company by the BCO Independent Contractors were 9,205 at December 30, 2006, compared to 8,728 at December 31, 2005. The number of trucks provided by BCO Independent Contractors fluctuates daily as a result of truck recruiting and truck terminations. Trucks recruited were higher in 2006 than in 2005 and truck terminations were lower in 2006 compared to 2005 resulting in a net gain of 477 trucks. Landstar s truck turnover ratio was approximately 28% in 2006 compared to 31% in 2005. Approximately half of this turnover was attributable to BCO Independent Contractors who had been BCO Independent Contractors with the Company for less than one year. Management believes that factors that have historically favorably impacted turnover include the Company s extensive agent network, the Company s programs to reduce the operating costs of its BCO Independent Contractors and Landstar s reputation for quality, service and reliability. Management believes that a reduction in the amount of available freight may cause an increase in truck turnover.

Truck Brokerage Carriers. The Company maintains a database of over 23,000 qualified Truck Brokerage Carriers who provide additional truck hauling capacity to the Company. Truck Brokerage Carriers are paid either a negotiated rate for each load they haul or a contractually agreed-upon amount per load. The Company recruits, qualifies, establishes contracts with, tracks safety ratings and service records of and generally maintains the relationships with these third party trucking companies. In addition to augmenting the Company s capability, the use of Truck Brokerage Carriers enables the Company to pursue different types and quality of freight such as temperature-controlled, short-haul traffic and, in certain instances, lower priced freight that would generally not be handled by the Company s BCO Independent Contractors.

The Company maintains an internet site through which Truck Brokerage Carriers can view a listing of all the Company s freight that is available to be hauled by Truck Brokerage Carriers.

The Landstar SavingsPlus Program leverages Landstar s purchasing power to provide discounts to eligible Truck Brokerage Carriers when they purchase fuel and equipment and provides the Truck Brokerage Carriers with an electronic payment option.

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Third Party Rail, Air, Ocean and Other Transportation Capacity. The Company maintains contractual relationships with various railroads and air cargo capacity providers. These relationships allow the Company to pursue the freight best serviced by these forms of transportation capacity. Railroads and air and ocean cargo carriers are generally paid a contractually fixed amount per load. The Company also contracts with other third party capacity providers, such as air charter and bus companies, when required by specific customer needs.

Warehouse Capacity Owners. The Company maintains non-exclusive contractual relationships with 102 WCOs. The Company expects that warehousing services, introduced in August 2006, will provide its customers with additional resources to manage their warehousing services and storage needs. WCOs generally are paid a fixed percentage of the gross revenue for storage and services provided through their warehouse.

Diversity of Services Offered

The Company offers its customers a wide range of transportation and logistics services through the Operating Subsidiaries, including a fleet of diverse trailing equipment, extensive geographic coverage and more recently, warehousing services. Specialized services offered by the Company include those provided by a large fleet of flatbed trailers, multi-axle trailers capable of hauling extremely heavy or oversized loads, drivers certified to handle ammunition and explosives shipments for the U.S. Department of Defense, emergency and expedited surface and air cargo services and intermodal capability with railroads and, to a lesser extent, steamship lines.

The following table illustrates the diversity of the trailing equipment available to the Company as of December 30, 2006:

Trailers by Type

Vans	9,830
Temperature-controlled	117
Flatbeds, including step decks, drop decks and low boys	3,622
Total	13,569

Customers

The Company has a diversified group of customers. The Company s top 100 customers accounted for approximately 51% and 55% of the Company s revenue during fiscal 2006 and 2005, respectively. Management believes that the Company s overall size, geographic coverage, equipment and service capability offer the Company significant competitive marketing and operating advantages. These advantages allow the Company to meet the needs of even the largest shippers. Increasingly, larger shippers are substantially reducing the number of authorized carriers they use in favor of a small number of core carriers , such as the Company, whose size and diverse service capabilities enable these core carriers to satisfy most of the shippers transportation needs. Examples of national account customers include the United States Department of Defense, the United States Department of Transportation/Federal Aviation Administration (the FAA) and many of the companies included in the Fortune 500. Large shippers are also using third party logistics providers (3PLs) to outsource the management and coordination of their transportation needs. In turn, 3PLs require significant amounts of capacity from carriers, such as the Company, to service the needs of shippers. In addition, other transportation companies utilize the Company s transportation capacity to satisfy their obligations to their shippers. There were 11 transportation service providers, including 3PLs, included in the Company s top 25

revenue generating accounts for the fiscal year ended December 30, 2006. In addition, management believes the Company s network of agents and third party capacity providers allows it to efficiently attract and service smaller shippers which may not be as desirable to other large transportation providers (see above under Agent Network).

Prior to fiscal year 2005, no customer accounted for more than 10% of the Company s revenue. Historically, the United States Government has been the Company s largest customer. During 2006, 2005 and 2004, revenue derived from the United States Government was approximately 9%, 17% and 9% of revenue, respectively. Included in the revenue derived from the United States Government in all three fiscal years was

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revenue related to disaster relief services provided by the Company for storms that impacted the United States. These disaster relief services were provided primarily under a contract with the FAA. Revenue included $100.7 million, $275.9 million and $63.8 million in 2006, 2005 and 2004, respectively, generated primarily under the FAA contract. The FAA contract was scheduled to expire on December 31, 2006. Landstar Express America and the FAA entered into an amendment (the Amendment) to the existing contract extending the term through June 30, 2007. The Amendment also provides the FAA with the option to extend the term of the FAA contract through December 31, 2007.

The amount of revenue derived under the FAA contract, if any, is dependent on the occurrence of specific events, primarily disasters, natural or otherwise, for which the Company provides emergency transportation services in support of disaster relief efforts undertaken by the United States Government and administered by the FAA. Because of the unpredictable nature of the occurrence and severity of such events, there can be no assurance that such events will occur, and if such events occur, the extent to which the FAA will require the services of Landstar Express America, if at all.

Technology

Management believes leadership in the development and application of technology is an ongoing part of providing high quality service at competitive prices. The Company s focus is on developing and implementing software applications which are designed to improve its operational and administrative efficiency, assist its independent commission sales agents in sourcing capacity, assist customers in meeting their transportation needs and assist its third party capacity providers in identifying desirable freight. Landstar manages its technology programs centrally through its information services department.

The Company s information technology systems used in connection with its operations are located in Jacksonville, Florida and, to a lesser extent, in Rockford, Illinois. Landstar relies, in the regular course of its business, on the proper operation of its information technology systems.

Corporate Services

Management believes that significant advantages result from the collective expertise and corporate services afforded by Landstar s corporate management. The primary services provided are:

accounting, budgeting and taxes
finance and treasury services
human resource management
legal
purchasing
quality programs
risk management insurance services
safety
strategic planning
technology and management information systems

Competition

Landstar competes primarily in the transportation and logistics services industry with truckload carriers, intermodal transportation and logistics service providers, railroads, less-than-truckload carriers and other non-asset based transportation and logistics service providers. The transportation services industry is extremely competitive and fragmented.

Management believes that competition for the freight transported by the Company is based primarily on service and efficiency and, to a lesser degree, on freight rates alone. Management believes that Landstar s overall size and

availability of a wide range of equipment, together with its geographically-dispersed local independent agent network, present the Company with significant competitive advantages over many transportation and logistics service providers.

Self-Insured Claims

Potential liability associated with accidents in the trucking industry is severe and occurrences are unpredictable. Landstar s retained liability for individual commercial trucking claims varies depending on when such claims are incurred. For commercial trucking claims incurred prior to June 19, 2003 and subsequent

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to March 30, 2004, Landstar retains liability up to $5,000,000 per occurrence. For commercial trucking claims incurred from June 19, 2003 through March 30, 2004, Landstar retains liability up to $10,000,000 per occurrence. The Company also retains liability for each general liability claim up to $1,000,000, $250,000 for each workers compensation claim and $250,000 for each cargo claim. The Company s exposure to liability associated with accidents incurred by other third party capacity providers who transport freight on behalf of the Company is reduced by various factors including the extent to which they maintain their own insurance coverage. A material increase in the frequency or severity of accidents, cargo or workers compensation claims or the unfavorable development of existing claims could be expected to materially adversely affect Landstar s results of operations.

Insurance Above Self-Insured Retention

The Company has historically maintained insurance coverage above its self-insured retention amounts. For the fiscal year ended and as of December 30, 2006, the Company maintains insurance for liabilities attributable to commercial trucking accidents with third party insurance companies for each and every occurrence in an amount in excess of $200,000,000 per occurrence above the Company s $5,000,000 self insured retention. Historically, the Company has relied on a limited number of third party insurance companies to provide insurance coverage for commercial trucking claims in excess of specific per occurrence limits, up to various maximum amounts. Over the past few years, the premiums proposed by the third party insurance companies providing coverage for commercial trucking liability insurance over the Company s self insured retention amounts have varied dramatically. In an attempt to manage the significant fluctuations in the cost of these premiums required by the third party insurance companies, the Company has historically increased or decreased the level of its exposure to commercial trucking claims on a per occurrence basis. To the extent that the third party insurance companies increase their proposed premiums for coverage of commercial trucking claims, the Company may increase its exposure in aggregate or on a per occurrence basis. However, to the extent the third party insurance companies reduce their premiums proposed for coverage of commercial trucking claims, the Company may reduce its exposure in aggregate or on a per occurrence basis.

Regulation

Certain of the Operating Subsidiaries are considered motor carriers and/or brokers authorized to arrange for transportation services by motor carriers which are regulated by the Federal Motor Carrier Safety Administration (the FMCSA) and by various state agencies. The FMCSA has broad regulatory powers, with respect to activities such as motor carrier operations, practices, periodic financial reporting and insurance. Subject to federal and state regulatory authorities or regulation, the Company may transport most types of freight to and from any point in the United States over any route selected by the Company.

Interstate motor carrier operations are subject to safety requirements prescribed by the FMCSA. Each driver, whether a BCO Independent Contractor or Truck Brokerage Carrier, is required to have a commercial driver s license and is subject to mandatory drug and alcohol testing. The FMCSA s commercial driver s license and drug and alcohol testing requirements have not adversely affected the Company s ability to source the capacity necessary to meet its customers transportation needs.

In addition, certain of the Operating Subsidiaries are licensed as ocean transportation intermediaries by the U.S. Federal Maritime Commission as non-vessel-operating common carriers and/or as ocean freight forwarders. The Company s air transportation activities in the United States are subject to regulation by the U.S. Department of Transportation as an indirect air carrier. The Company is also subject to regulations and requirements relating to safety and security promulgated by, among others, the U.S. Department of Homeland Security through the Bureau of U.S. Customs and Border Protection and the Transportation Security Administration, the Canada Border Services Agency and various state and local agencies and port authorities.

The transportation industry is subject to possible regulatory and legislative changes (such as the possibility of more stringent environmental and/or safety/security regulations or limits on vehicle weight and size) that may affect the economics of the industry by requiring changes in operating practices or by changing

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the demand for common or contract carrier services or the cost of providing truckload or other transportation or logistics services.

Seasonality

Landstar s operations are subject to seasonal trends common to the trucking industry. Results of operations for the quarter ending in March are typically lower than the quarters ending in June, September and December.

Employees

As of December 30, 2006, the Company and its subsidiaries employed 1,298 individuals. Approximately 20 Landstar Ranger drivers (out of a Company total of 9,205 drivers for BCO Independent Contractors) are members of the International Brotherhood of Teamsters. The Company considers relations with its employees to be good.

Item 1A. ***Risk Factors***

Increased severity or frequency of accidents and other claims. As noted above in Item 1, Business Factors Significant to the Company s Operations Self Insured-Claims, potential liability associated with accidents in the trucking industry is severe and occurrences are unpredictable. Landstar s retained liability for individual commercial trucking claims varies depending on when such claims are incurred. For commercial trucking claims incurred prior to June 19, 2003 and subsequent to March 30, 2004, Landstar retains liability up to $5,000,000 per occurrence. For commercial trucking claims incurred from June 19, 2003 through March 30, 2004, Landstar retains liability up to $10,000,000 per occurrence. The Company also retains liability for each general liability claim up to $1,000,000, $250,000 for each workers compensation claim and $250,000 for each cargo claim. The Company s exposure to liability associated with accidents incurred by other third party capacity providers who haul freight on behalf of the Company is reduced by various factors including the extent to which they maintain their own insurance coverage. A material increase in the frequency or severity of accidents, cargo or workers compensation claims or the unfavorable development of existing claims could be expected to materially adversely affect Landstar s results of operations.

Dependence on third party insurance companies. As noted above in Item 1, Business Factors Significant to the Company s Operations Insurance Above Self-Insured Retention, the Company is dependent on a limited number of third party insurance companies to provide insurance coverage in excess of its self-insured retention amounts. Historically, the Company has maintained insurance coverage for commercial trucking claims in excess of specific per occurrence limits, up to various maximum amounts, with a limited number of third party insurance companies. Over the past three years, the premiums proposed by the third party insurance companies providing coverage for commercial trucking liability insurance above the Company s self-insured retention amounts have varied dramatically. In an attempt to manage the significant fluctuations in the cost of these premiums required by the third party insurance companies, the Company has historically increased or decreased the level of its exposure to commercial trucking claims on a per occurrence basis. To the extent the third party insurance companies increase their proposed premiums for coverage of commercial trucking liability claims, the Company may increase its exposure or reduce the maximum amount of coverage in aggregate or on a per occurrence basis. However, to the extent the third party insurance companies reduce their premiums proposed for coverage of commercial trucking claims, the Company may reduce its exposure or increase the maximum amount of coverage in aggregate or on a per occurrence basis.

Dependence on independent commission sales agents. As noted above in Item 1, Business Factors Significant to the Company s Operations Agent Network, the Company markets its services primarily through independent commission sales agents, and currently has a network of over 1,100 such agents. During 2006, 490 agents generated revenue for Landstar of at least $1 million each, or approximately 92% of Landstar s consolidated revenue and one agent generated approximately $196,000,000, or 8%, of Landstar s total revenue. Although the Company competes with motor carriers

and other third parties for the services of these independent commission sales agents, Landstar has historically experienced very limited agent turnover

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among its larger-volume agents. However, Landstar s contracts with its agents are typically terminable upon 10 to 30 days notice by either party and generally do not restrict the ability of a former agent to compete with Landstar following any such termination. The loss of some of the Company s key agents or a significant decrease in volume generated by Landstar s larger agents could have a material adverse effect on Landstar, including its results of operations and revenue.

Dependence on third party capacity providers. As noted above in Item 1, Business Factors Significant to the Company s Operations Capacity, Landstar does not own trucks or other transportation equipment (other than trailing equipment) and relies on third party capacity providers, including BCO Independent Contractors, Truck Brokerage Carriers, railroads, and air and ocean cargo carriers to transport freight for its customers. The Company competes with motor carriers and other third parties for the services of BCO Independent Contractors and other third party capacity providers. Freight hauled by BCO Independent Contractors represented 54.7% of Landstar s revenue in 2006. A significant decrease in available capacity provided by either the Company s BCO Independent Contractors or other third party capacity providers could have a material adverse effect on Landstar, including its results of operations and revenue.

Change in capacity mix. Historically, the Company s carrier segment has primarily relied on capacity provided by BCO Independent Contractors. Pursuant to a plan to augment its available capacity and increase its revenue, the Company has been increasing the carrier segment s use of capacity provided by Truck Brokerage Carriers. Freight hauled by BCO Independent Contractors represented 54.7%, 55.9% and 64.2% of Landstar s consolidated revenue in 2006, 2005 and 2004, respectively. Historically, with the exception of air revenue, the net margin (defined as revenue less the cost of purchased transportation and agent commissions) generated from freight hauled by BCO Independent Contractors has been greater than freight hauled by other third party capacity providers. An increase in the amount of revenue generated through other third party capacity providers without an increase in total revenue and/or a corresponding reduction in other costs, including other operating, insurance and claims, selling, general and administrative and depreciation and amortization could have a negative effect on the Company s operating margin (defined as operating income divided by revenue).

Contract with the United States Department of Transportation/Federal Aviation Administration. Historically, the United States Government has been the Company s largest customer. During fiscal years 2001 through 2003, revenue derived from various departments of the United States Government, primarily the United States Department of Defense, contributed between 5.0% and 7.5% of the Company s annual revenue. During 2006, 2005 and 2004, revenue derived from the United States Government, represented approximately 9%, 17% and 9% of consolidated revenue, respectively. Included in revenue derived from United States Government during fiscal years 2006, 2005 and 2004 was $100.7 million, $275.9 million and $63.8 million of revenue, respectively, related to disaster relief services provided by the Company for storms that impacted the United States. These emergency transportation services were provided primarily under a contract (the FAA Contract) with the Federal Aviation Administration (the FAA). The $100.7 million of revenue recognized under the FAA Contract during the 2006 fiscal year generated $14.6 million of operating income which, net of related income taxes, increased net income $8.9 million. The $275.9 million of revenue recognized under the FAA Contract during the 2005 fiscal year generated $51.9 million of operating income which, net of related income taxes, increased net income $31.6 million. The $63.8 million of revenue recognized under the FAA Contract during the 2004 fiscal year generated $11.8 million of operating income which, net of related income taxes, increased net income $7.3 million.

On December 20, 2006, the FAA Contract was amended to extend the term of the contract through June 30, 2007, with an option held by the FAA to extend the term through December 31, 2007. The FAA also notified the public that the United States Government intends to award a new contract by June 30, 2007, but requires the six month option referred to above in the event the award of a new contract is not made by the intended date or a post-award transition period is required.

It is expected that the United States Government will request proposals from various companies for a new contract regarding disaster relief services. The Company cannot predict whether a request for proposal, if any, will: a) be made to Landstar Express America, b) include pricing and other provisions that are the same or

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similar to the current contract provisions, or c) if a request for proposal is received by Landstar Express America, there can be no assurances that Landstar Express America would submit a proposal, or if it did, the FAA would select Landstar Express America as the transportation provider for disaster relief services in periods subsequent to June 2007. Nor can there be any assurance that the FAA will remain the agency of the United States Government responsible for contracting transportation services in support of disaster relief efforts.

The amount of revenue derived under the United States Government contract, if any, is dependent on the occurrence of specific events, primarily disasters, natural or otherwise, for which the Company provides emergency transportation services in support of disaster relief efforts undertaken by the United States Government and administered by the FAA. Because of the unpredictable nature of the occurrence and severity of such events, even if Landstar Express America were to enter into a new contract with the United States Government, there can be no assurance that such events will occur, and if such events occur, the extent to which the United States Government will require the services of Landstar Express America, if at all.

Decreased demand for transportation services. The transportation industry historically has experienced cyclical financial results as a result of slowdowns in economic activity, the business cycles of customers, price increases by capacity providers, interest rate fluctuations, and other economic factors beyond Landstar s control. Certain of the Company s third party capacity providers can be expected to charge higher prices to cover increased operating expenses, and the Company s operating income may decline if it is unable to pass through to its customers the full amount of such higher transportation costs. If a slowdown in economic activity or a downturn in the Company s customers business cycles causes a reduction in the volume of freight shipped by those customers, the Company s operating results could be materially adversely affected.

Substantial industry competition. As noted above in Item 1, Business Factors Significant to the Company s Operations Competition, Landstar competes primarily in the transportation and logistics services industry. The transportation and logistics services industry is extremely competitive and fragmented. Landstar competes primarily with truckload carriers, intermodal transportation service providers, railroads, less-than-truckload carriers, third party broker carriers and other non-asset based transportation and logistics service providers. Management believes that competition for the freight transported by the Company is based primarily on service and efficiency and, to a lesser degree, on freight rates alone. Historically, competition has created downward pressure on freight rates. In addition, many large shippers are using third party logistics providers (3PLs) to outsource the management and coordination of their transportation needs rather than directly arranging for transportation services with carriers, such as the Company. Usage by large shippers of 3PLs often provide carriers, such as the Company, with a less direct relationship with the shipper and, as a result, may increase pressure on freight rates while making it more difficult for the Company to compete primarily based on service and efficiency. A decrease in freight rates could have a material adverse effect on Landstar, including its revenue and operating income.

Dependence on key personnel. The Company is dependent on the services of certain of its executive officers. Although the Company believes it has an experienced and highly qualified management group, the loss of the services of certain of the Company s executive officers could have a material adverse effect on the Company.

Disruptions or failures in the Company s computer systems. As noted above in Item 1, Business Factors Significant to the Company s Operations Technology, the Company s information technology systems used in connection with its operations are located in Jacksonville, Florida and to a lesser extent in Rockford, Illinois. Landstar relies in the regular course of its business on the proper operation of its information technology systems to link its extensive network of customers, agents and third party capacity providers, including its BCO Independent Contractors. Any significant disruption or failure of its technology systems could significantly disrupt the Company s operations and impose significant costs on the Company.

Potential changes in fuel taxes. From time to time, various legislative proposals are introduced to increase federal, state, or local taxes, including taxes on motor fuels. The Company cannot predict whether, or in what form, any increase in such taxes applicable to the transportation services provided by the Company will be enacted and, if enacted, whether or not the Company s BCO Independent Contractors and Truck

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Brokerage Carriers would attempt to pass the increase onto the Company or if the Company will be able to reflect this potential increased cost of capacity, if any, in prices to customers. Any such increase in fuel taxes could have a material adverse effect on Landstar, including its results of operations and financial condition. Moreover, competition from other transportation service companies including those that provide non-trucking modes of transportation and intermodal transportation would likely increase if state or federal taxes on fuel were to increase without a corresponding increase in taxes imposed upon other modes of transportation.

Status of independent contractors. From time to time, various legislative or regulatory proposals are introduced at the federal or state levels to change the status of independent contractors classification to employees for either employment tax purposes (withholding, social security, medicare and unemployment taxes) or other benefits available to employees. Currently, most individuals are classified as employees or independent contractors for employment tax purposes based on 20 common-law factors rather than any definition found in the Internal Revenue Code or Internal Revenue Service regulations. In addition, under Section 530 of the Revenue Act of 1978, taxpayers that meet certain criteria may treat an individual as an independent contractor for employment tax purposes if they have been audited without being told to treat similarly situated workers as employees, if they have received a ruling from the Internal Revenue Service or a court decision affirming their treatment, or if they are following a long-standing recognized practice.

The Company classifies all of its BCO Independent Contractors and independent commission sales agents as independent contractors for all purposes, including employment tax and employee benefit purposes. There can be no assurance that legislative, judicial, or regulatory (including tax) authorities will not introduce proposals or assert interpretations of existing rules and regulations that would change the employee/independent contractor classification of BCO Independent Contractors or independent commission sales agents currently doing business with the Company. Although management believes that there are no proposals currently pending that would change the employee/independent contractor classification of BCO Independent Contractors or independent commission sales agents currently doing business with the Company, the costs associated with potential changes, if any, with respect to these BCO Independent Contractor classifications could have a material adverse effect on Landstar, including its results of operations and financial condition if Landstar were unable to reflect them in its fee arrangements with the BCO Independent Contractors or independent commission sales agents or in the prices charged to its customers.

Regulatory and legislative changes. As noted above in Item 1, Business Factors Significant to the Company s Operations Regulation, certain of the Operating Subsidiaries are motor carriers and/or brokers authorized to arrange for transportation services by motor carriers which are regulated by the Federal Motor Carrier Safety Administration (FMCSA), an agency of the U.S. Department of Transportation, and by various state agencies. Certain of the Operating Subsidiaries are licensed as ocean transportation intermediaries by the U.S. Federal Maritime Commission as non-vessel-operating common carriers and/or as ocean freight forwarders. The Company s air transportation activities in the United States are subject to regulation by the U.S. Department of Transportation as an indirect air carrier. The Company is also subject to regulations and requirements relating to safety and security promulgated by, among others, the U.S. Department of Homeland Security through the Bureau of U.S. Customs and Border Protection and the Transportation Security Administration, the Canada Border Services Agency and various state and local agencies and port authorities. The transportation industry is subject to possible regulatory and legislative changes (such as increasingly stringent environmental and/or safety/security regulations or limits on vehicle weight and size) that may affect the economics of the industry by requiring changes in operating practices or by changing the demand for common or contract carrier services or the cost of providing truckload or other transportation or logistics services. Any such regulatory or legislativeman" SIZE="1">

19.50

Third Quarter

		23.95
Fourth Quarter		13.44
		29.00
		16.15
2000		
First Quarter		
		9.19
		4.13
Second Quarter		
		5.91
		3.38
Third Quarter		
		11.44
		5.44
Fourth Quarter		
		24.63
		8.75

On November 13, 2002, the last reported sale price of our common stock on the Nasdaq National Market was $29.88 per share. As of November 13, 2002, we had approximately 3,538 stockholders of record.

We have never declared or paid cash dividends on our common stock or preferred stock. We do not intend to declare or pay any cash dividends on our common stock or preferred stock in the foreseeable future. We plan to retain any earnings for use in the operation of our business and to fund future growth.

RATIO OF EARNINGS TO FIXED CHARGES

Ratios of earnings to fixed charges are computed by dividing earnings by fixed charges. For purposes of computing this ratio of earnings to fixed charges, earnings consist of pretax loss from continuing operations adjusted by adding fixed charges. Fixed charges consist of interest expense, amortization of financing costs and estimated interest component of rental expense on operating leases.

	Year ended December 31,					Nine months ended September 30,
	1997	1998	1999	2000	2001	2002
Ratio of earnings to fixed charges	n/a	0.7	n/a	n/a	n/a	n/a

Earnings were insufficient to cover fixed charges by $37,483,000, $869,000, $20,050,000, $42,519,000, $62,170,000 and $69,559,000 for the fiscal years ended December 31, 1997, 1998, 1999, 2000 and 2001 and the nine months ended September 30, 2002, respectively.

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BUSINESS

Overview

We are a biopharmaceutical company that discovers, develops and markets novel treatments for cardiovascular and inflammatory diseases. On August 13, 2001, we launched Natrecor following FDA approval of Natrecor for the treatment of acutely decompensated congestive heart failure. In addition to Natrecor, we have two focused product programs, p38 kinase and TGF-beta. Our first program is directed to the development of inhibitors of p38 kinase, an enzyme responsible for increased production of various proteins that cause inflammation. SCIO-469, our first compound designed to inhibit this enzyme, is targeted for the treatment of rheumatoid arthritis and is currently in clinical development. Our second product program is directed to the development of inhibitors of TGF-beta, a signaling protein that is implicated in a broad range of diseases characterized by unregulated scarring and eventual organ failure. We are currently in preclinical development for compounds designed to inhibit this protein. In July 2002, we announced that the lead indication for these compounds will be chronic obstructive pulmonary disease.

Recent developments

Natrecor

In August 2001, we received final approval from the FDA to market Natrecor for the intravenous treatment of patients with acute congestive heart failure. We submitted an amendment to our New Drug Application, or NDA, for Natrecor to the FDA in January 2001. The FDA s Cardiovascular and Renal Drugs Advisory Committee reviewed our amended NDA on May 25, 2001. The recommendation of that Committee was for unanimous approval of Natrecor. On July 10, 2001, we received from the FDA an approvable letter for Natrecor. The approvable letter was issued with two items to be completed: the pre-approval inspection of our facility and the final negotiations on the drug s label. During July 2001, the District Office of the FDA completed the pre-approval inspection and recommended approval of the Natrecor NDA. During August 2001, the final negotiations on the drug s label were completed.

As of October 2002, Natrecor was being used in about 85% of the approximately 2,000-targeted academic and community hospitals where approximately 80% of the acute congestive heart failure patients in the United States are treated. In addition, to enhance our hospital and physician access, we have aggressively pursued contracts with group purchasing organizations. These group purchasing organizations contract for hundreds of member hospitals and, as a group, assist us in gaining access for Natrecor and our cardiovascular specialists in these hospitals. Currently, we have signed group purchasing organization arrangements with Amerinet, BroadLane, Consorta, Cardinal Health Provider Pharmacy Services, Purchasing Alliance for Clinical Therapeutics and Premier. In addition to group purchasing organization agreements, we believe Kaiser Permanente has put Natrecor on the formulary for many of its Northern and Southern California hospitals. We also recently finalized a purchasing agreement with the U.S. Veteran s Administration, which allowed Natrecor to be placed on the Federal Supply Schedule.

In April 2002, we announced that Natrecor has received an Ambulatory Payment Classification pass-through code under the Hospital Outpatient Prospective Payment System from the Centers for Medicare & Medicaid Services. The pass-through payment code for Natrecor allows Medicare reimbursement for acute congestive heart failure patients with dyspnea, or shortness of breath, at rest or with minimal activity treated with Natrecor in an outpatient setting. The reimbursement code became effective April 1, 2002. In October 2002, we announced that the Centers for Medicare & Medicaid Services granted a permanent code under the Healthcare Common Procedure Coding System to Natrecor, which allows Medicare reimbursement of Natrecor for use in the physician office setting. This reimbursement code will be effective on January 1, 2003.

In March 2002, we finalized an agreement with Glaxo Group Ltd. to license Natrecor to Glaxo Group Ltd. in all European markets. Under the terms of the agreement, Glaxo Group Ltd. will have the rights

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to sell and distribute the product for which we received an up-front fee of approximately GB£ 3.5 million and may receive milestone payments of up to an additional GB£ 11.5 million, in addition to future royalties in the identified countries. The GB£ 3.5 million (which equaled approximately $4.9 million) we received in March 2002 has been recorded as deferred contract revenue. We will be responsible for the manufacture and supply of bulk product to Glaxo Group Ltd. Both companies will work together to continue clinical development of Natrecor in Europe. In September 2002, Glaxo Group Ltd. submitted a Marketing Authorization Application for nesiritide with the European Agency for the Evaluation of Medicinal Products. Glaxo Group Ltd. expects to launch Natrecor in Europe in 2004.

In October 2001, we launched a nationwide registry to collect and analyze demographic and treatment data about patients hospitalized due to acute congestive heart failure. ADHERE, the Acute Decompensated HEart failure national REgistry, is expected to have a unique database of information on tens of thousands of patients gathered from approximately 300 U.S. hospitals over the next several years. We believe ADHERE will help clinicians better determine factors associated with improved clinical outcomes in acute congestive heart failure, the primary cause of more than one million hospital admissions in the U.S. each year. ADHERE should also provide comprehensive demographic and treatment data on a wide range of hospitalized heart failure patients. By tracking treatment of these patients over time, we hope to identify optimal treatment strategies and develop comprehensive acute congestive heart failure guidelines. As of October 24, 2002, over 20,000 patients had been enrolled in the ADHERE registry, which exceeds our original goal of enrolling 10,000 patients by year end.

As of September 30, 2002, we have completed the enrollment of 210 patients for the FUSION study, or Management of Patients with Congestive Heart Failure After Hospitalization with Follow Up Serial Infusions Of Natrecor, a multi-center, randomized, open-label pilot study that is being conducted at approximately 40 U.S. sites. The FUSION study was initiated in January 2002. Patients are randomized to receive either their usual long-term cardiac medications, with or without intravenous inotropes, or serial infusions of Natrecor in addition to their usual long-term cardiac medications, excluding intravenous inotropes. All treatment groups have weekly outpatient visits, and Natrecor patients receive infusions for four to six hours at each weekly visit. Patients receive study treatment for 12 weeks, followed by a one-month follow up period. The primary objective of this dose ranging trial is to collect safety and tolerability data on Natrecor with repeated dosing in an outpatient setting. Data from the FUSION study are expected to be available in the second quarter of 2003.

p38 kinase inhibitor program

In January 2001, we completed a Phase Ia clinical trial of SCIO-469 evaluating single doses in healthy volunteers. In April 2001, we completed a Phase Ib clinical trial in 20 healthy volunteers in which we evaluated the safety and tolerability of multiple doses of SCIO-469 over a two-week period. Based on the results of these trials, we filed an Investigational New Drug application with the FDA in November 2001 for a Phase II study with SCIO-469.

In February 2002, we began enrollment in a Phase IIa clinical trial evaluating SCIO-469, our novel oral p38 kinase inhibitor, for the treatment of rheumatoid arthritis. This multi-center, randomized, placebo controlled clinical study will enroll 120 patients who have active rheumatoid arthritis and are receiving methotrexate. The main objective of the study is to evaluate the safety and tolerability of six escalating doses of SCIO-469 in rheumatoid arthritis patients. The study will be separated into four treatment groups. The first two treatment groups will consist of 40 patients each and will evaluate two doses. The final two treatment groups will consist of 20 patients each and will evaluate one dose. We expect to announce results from this study in the second quarter of 2003. Following the independent safety review of the first treatment group, we began to enroll patients in the second treatment group to evaluate the next two doses of the trial. As of October 24, 2002, we are nearing completion of enrollment in the second treatment group.

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In July 2002, we announced the identification of SCIO-323, which we believe to be a more potent second generation p38 kinase inhibitor that is advancing through preclinical development.

TGF-beta program

In March 2002, we added a new drug candidate to our pipeline that we believe could become the first oral inhibitor of TGF-beta. TGF-beta is a multifunctional cytokine, a signaling protein that is produced in a broad range of diseases characterized by unregulated scarring and eventual organ failure. Research has indicated that excessive activation of TGF-beta is involved in the development of scar tissue formation, which is thought to contribute to the progressive loss of function seen in a variety of conditions. Diseases in which TGF-beta may play a role include congestive heart failure, chronic obstructive pulmonary disease, liver cirrhosis and kidney disease. Current therapies for these conditions treat symptoms exclusively or are only modestly effective in slowing disease progression.

In July 2002, we announced the lead indication for our TGF-beta compounds will be chronic obstructive pulmonary disease.

Natrecor

Congestive heart failure

According to the American Heart Association s *2002 Heart and Stroke Statistical Update*, approximately 4.8 million Americans currently suffer from chronic congestive heart failure and 550,000 new cases of congestive heart failure are diagnosed in the United States each year. Annual expenditures for congestive heart failure are estimated to be $21.4 billion, including $15.4 billion for inpatient care.

Chronic congestive heart failure is characterized by a progressive loss in the heart s ability to pump blood. It is attributable to weakening of the contractile cells of the heart and accumulation of scar tissue. Different diseases can cause congestive heart failure, including coronary artery disease, heart attacks, inflammation of the heart tissue and diseases of the heart valves. Weakened heart muscle often results in poor cardiac output because the heart is unable to empty blood adequately from the ventricles to the circulation with each beat. Blood pools in the ventricles, and the heart changes from its normal shape and becomes enlarged. Subsequently, blood begins to back up into the blood vessels of the lungs, causing marked increases in pulmonary vascular pressures. As pressure increases, fluid moves from the pulmonary blood vessels into the air spaces, causing pulmonary congestion. One frequently used measurement of pulmonary vascular pressure is pulmonary capillary wedge pressure.

Congestive heart failure symptoms that result from the pooling of blood include shortness of breath, edema, or fluid retention, and swelling of the legs and feet. Congestive heart failure symptoms that result from the inefficiency of the heart to distribute or adequately pump oxygen-rich blood to body tissues include fatigue and weakness as well as a loss of appetite. As the disease progresses, these symptoms can severely impact the patient s quality of life, such that even the ability to perform simple tasks, such as walking across the room, becomes limited.

In the early stages of congestive heart failure, the body activates several hormonal pathways that help the heart compensate in the short-term but have adverse long-term effects. These hormones, which include adrenalin, angiotensin II, aldosterone and endothelin, stimulate the heart to beat faster and stronger, thicken the wall of the heart and maintain blood pressure by constricting blood vessels and stimulating the kidney to retain sodium. If these pathways remain activated over a sustained period of time, the beneficial effects are lost and injurious effects develop, contributing to an eventual deterioration of heart function. Current medications and medications under development generally focus on one or more of these hormonal pathways.

Many congestive heart failure patients will eventually experience a rapid deterioration, or decompensation, and require urgent treatment in the hospital. This condition is called acute congestive heart failure. Approximately one million patients are admitted to the hospital each year in the United States with a primary

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diagnosis of acute congestive heart failure, and approximately two million patients are admitted to the hospital each year with a secondary diagnosis of acute congestive heart failure. Acute congestive heart failure is also the most frequent cause of hospitalization among Medicare patients. In addition, patients suffering from chronic congestive heart failure have a five-year mortality rate of approximately 50%. For more than a decade, there were no new FDA approved drugs to treat acute congestive heart failure.

Natrecor: our solution for the treatment of acute congestive heart failure

Natrecor is a recombinant form of human B-type natriuretic peptide, or BNP, a naturally occurring hormone in the body that aids in the healthy functioning of the heart. BNP is secreted by the ventricles of the heart as a response to congestive heart failure. We believe that the advantage of Natrecor, compared to other forms of therapy for acute congestive heart failure, is that it works on multiple components of the acute congestive heart failure disease pathway. In particular, based upon preclinical studies and clinical trials, we believe that Natrecor:

- dilates veins, which decreases elevated pulmonary pressures, or preload;
- dilates arteries, which decreases the resistance against which the heart has to pump, or afterload;
- stimulates the kidney to excrete excess sodium, or natriuresis;
- stimulates the kidney to excrete excess fluid, or diuresis; and
- opposes many of the injurious consequences caused by the long-term elevation of hormones such as adrenalin, angiotension II, aldosterone and endothelin.

In clinical trials, Natrecor has also been shown to significantly improve blood circulation and patient symptoms compared to standard care plus placebo without the need for labor-intensive monitoring, and its method of administration does not require frequent dosing adjustments. In addition, in clinical trials, Natrecor has not been associated with an increase in the incidence of cardiac arrhythmias and has demonstrated no evidence of drug interactions with other agents used concurrently in the treatment of acute congestive heart failure.

We have made significant progress since the FDA approved Natrecor in August 2001. We launched Natrecor immediately after approval with 168 cardiovascular salespersons coupled with two Area Business Directors and 18 Area Business Managers. As of October 2002, Natrecor was being used in about 85% of the 2,000-targeted academic and community hospitals where approximately 80% of the acute congestive heart failure patients in the United States are treated. To enhance our hospital and physician access, we aggressively pursued contracts with group purchasing organizations. These group purchasing organizations contract for hundreds of member hospitals and, as a group, assist us in gaining access for Natrecor and our cardiovascular specialists in these hospitals. Currently, we have signed group purchasing organization arrangements with Amerinet, BroadLane, Consorta, Cardinal Health Provider Pharmacy Services, Purchasing Alliance for Clinical Therapeutics and Premier. In addition to group purchasing organization agreements, we believe Kaiser Permanente has put Natrecor on the formulary for many of its Northern and Southern California hospitals. We also recently finalized a purchasing agreement with the U.S. Veteran s Administration, which allowed Natrecor to be placed on the Federal Supply Schedule.

Other treatments for congestive heart failure

While some cardiac risk factors such as smoking, high cholesterol, high blood pressure, diabetes and obesity can be controlled with lifestyle changes, the majority of patients with congestive heart failure require additional treatments to help manage their disease. Competing medications for the treatment of congestive heart failure, including diuretics, inotropes, vasodilators and beta-blockers, only focus on single components of the diverse pathways contributing to congestive heart failure. For example, diuretics help the kidneys rid the body of excess fluid, thereby reducing blood volume and the heart s workload. Inotropes strengthen the heart s pumping action. Vasodilators, such as ACE inhibitors, cause the peripheral arteries to dilate, making it easier for blood to flow. Beta-blockers slow the heart rate and reduce blood pressure by blocking the effects of adrenalin.

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Upon arrival at the emergency department, patients who experience acute episodes of congestive heart failure are typically treated with a combination of oxygen, morphine and intravenous diuretics. A small percentage of patients respond to this initial therapy and do not require admission to the hospital; however, the majority of acute congestive heart failure patients require additional medical intervention and are admitted. Additional acute congestive heart failure treatments may include intravenous administration of inotropes, such as dobutamine, and vasodilators, such as nitroglycerin. While each of these therapies assist in managing acute congestive heart failure, each also has inherent limitations. Inotropes strengthen the contractility of the heart but increase the incidence of cardiac arrhythmias, or irregular heartbeats, and are associated with increased mortality. Intravenously administered nitroglycerin requires careful monitoring and slow dosage increases in small increments, resulting in delays in attaining positive responses in acutely ill patients. Moreover, therapeutically effective doses of intravenous nitroglycerin are:

unpredictable from patient to patient;

very close to toxic degrees of hypotension; and

associated with increased tolerance or loss of effectiveness.

These complications of intravenous nitroglycerin often require the transfer of acute congestive heart failure patients to more costly treatment units within the hospital, such as the cardiac and intensive care units, in order to provide careful patient monitoring.

Natrecor clinical trials

We have conducted numerous clinical trials evaluating Natrecor over the past eight years. Approximately 1,000 patients have been treated with Natrecor in 12 trials, including four pivotal efficacy and safety trials. In all of these trials, Natrecor administration has been associated with improved blood circulation and vascular filling pressures in the heart and lungs. Two of the efficacy trials further demonstrated statistically significant improvement of symptoms in acute congestive heart failure patients.

Current clinical trials

In March 2001, we initiated the PROACTION, or Prospective Randomized Outcomes Study of Acutely Decompensated Congestive Heart Failure Treated Initially in an Outpatient setting with Natrecor, trial, a pilot study in which two hundred and thirty seven patients were enrolled and treated in the emergency department or observation unit at 38 U.S. hospitals. The study was designed to compare the clinical effects, safety profile and economic impact of Natrecor plus standard therapy to placebo plus standard therapy when administered in the emergency department or observation unit. Outcomes were assessed over 30 days. We announced the results of the PROACTION pilot trial in July 2002. The study confirmed that Natrecor could be used safely in emergency departments and observation units. Although not statistically significant, the results suggest that early use of Natrecor in the emergency department or observation unit may decrease the rate of initial hospital admissions and readmissions following initial hospital discharge versus standard care. These improved clinical outcomes could lead to cost reductions that neutralize the cost of Natrecor when compared to standard care alone.

As of September 30, 2002, we completed the enrollment of 210 patients for the FUSION study, or Management of Patients with congestive heart failure After Hospitalization with Follow Up Serial Infusions Of Natrecor, a multi-center, randomized, open-label pilot study that is being conducted at approximately 40 U.S. sites. The FUSION study was initiated in January 2002. Patients are randomized to receive either their usual long-term cardiac medications, with or without intravenous inotropes, or serial infusions of Natrecor in addition to their usual long-term cardiac medications, excluding intravenous inotropes. All treatment groups have weekly outpatient visits, and Natrecor patients receive infusions for four to six hours at each weekly visit. Patients receive study treatment for 12 weeks, followed by a one-month follow up period. The primary objective of this dose ranging trial is to collect safety and tolerability data on Natrecor with repeated dosing in an outpatient setting. Data from the FUSION study are expected to be available in the second quarter of 2003.

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Amended NDA submission trials

We have completed two trials since the submission of our original NDA, the VMAC trial, or Vasodilation in the Management of Acute congestive heart failure, and the PRECEDENT trial, or Prospective Randomized Evaluation of Cardiac Ectopy with Dobutamine or Nesiritide Therapy. These trials formed the basis of our amended NDA.

The VMAC trial. We began enrollment in our VMAC trial in October 1999 and, in July 2000, completed enrollment of 498 patients hospitalized for acute congestive heart failure in the United States. This trial compared the effects of Natrecor, intravenous nitroglycerin and placebo, when individually added to standard therapy, such as diuretics and inotropes. The primary endpoints were a reduction in pulmonary capillary wedge pressure a measure of the pulmonary vascular pressure of the heart, reflecting its workload and improvement of the symptom of shortness of breath. The VMAC trial achieved both of its primary endpoints. Key results of the VMAC trial that were presented in November 2000 at the annual scientific meeting of the American Heart Association include:

- Natrecor produced a 20% decrease in pulmonary capillary wedge pressure at three hours, most of which occurred in the first 15 minutes, which was significantly better than the 7% decrease in pulmonary capillary wedge pressure at three hours for the placebo group;
- Natrecor improved shortness of breath significantly better than placebo;
- Natrecor decreased pulmonary capillary wedge pressure significantly faster and to a greater extent than intravenous nitroglycerin;
- Natrecor significantly improved breathing in patients receiving placebo plus standard active therapy; in contrast, intravenous nitroglycerin did not significantly improve breathing in patients receiving placebo plus standard active therapy;
- Natrecor-treated patients had significantly fewer adverse events than either placebo or intravenous nitroglycerin patients;
- acute congestive heart failure patients experiencing active ischemia, which is impaired blood flow to the heart, showed no significant difference in adverse side effects with respect to Natrecor, compared to placebo or nitroglycerin; and
- patients receiving Natrecor did not develop tolerance to the drug over time, and consequently, the effects of Natrecor were sustained through 24 hours at the same dosage.

The PRECEDENT trial. The PRECEDENT trial compared the safety of Natrecor and dobutamine, the most commonly used inotrope treatment for acute congestive heart failure. Key results of the PRECEDENT trial indicated that:

- Natrecor produced fewer cardiac arrythmias than dobutamine; and
- use of Natrecor was associated with fewer deaths than the use of dobutamine.

p38 kinase inhibitor program

The immune system and inflammation

The immune system is composed of multiple cell types, including white blood cells, each with a specific functional role. This system is regulated by cytokines, which are proteins produced by immune system cells. When the body encounters foreign material, or when tissue injury occurs, numerous enzymes in the immune system are activated, causing the production of various inflammatory cytokines such as interleukin-1, or IL-1, and tumor necrosis factor-alpha, or TNF.

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One class of the immune system s family of enzymes is the mitogen-activated protein kinases, or MAP kinases. The MAP kinases are a family of intracellular signaling enzymes that are activated when cells are either stimulated or stressed and mediate many beneficial and injurious cellular responses. One of the MAP kinases, p38 kinase, is responsible for increased production of IL-1, TNF and the inflammatory enzyme cyclooxygenase-2, or COX-2.

Autoimmune diseases occur when the body s immune system is abnormally activated against the body. In the case of rheumatoid arthritis, the immune system is activated against joint tissues. White blood cells invade the joint space, and, when activated, produce proteins such as IL-1, TNF and COX-2, which result in pain, swelling and eventual destruction of the affected joints. Other diseases that are worsened by sustained high levels of TNF and IL-1 include inflammatory bowel disease and congestive heart failure. We believe that patients treated with an oral p38 kinase inhibitor could experience a reduction in both the symptoms and the progression of inflammatory diseases since it could inhibit the production of IL-1, TNF and COX-2.

Current therapy for autoimmune and inflammatory diseases

Currently, there is no cure for, or prevention of, autoimmune disease. Optimal medical management requires the early introduction of therapies in order to prevent the long-term effects of the disease. In the case of rheumatoid arthritis, long-term effects include irreversible joint damage and hypertrophy of joint tissues limiting a patient s ability to move the affected joints.

Traditionally, initial drug treatment of inflammatory diseases involves the use of non-steroidal anti-inflammatory agents. Steroids, such as glucocorticoids, are often added as the disease or symptoms progress. Although these agents help patients increase function and improve symptoms, they do not stop progression of the disease. Moreover, these drugs have been demonstrated to cause both stomach and kidney problems. In addition, persistent steroid treatment may result in excess suppression of the immune system, which can lead to infection, decreased bone marrow function and osteoporosis. Recently, more selective anti-inflammatory agents, or COX-2 inhibitors, such as Celebrex and Vioxx, have been introduced for symptom relief; however, they do not alter the progression of inflammatory disease. Sales of COX-2 inhibitors for the treatment of inflammatory disease were approximately $4.8 billion in 2000.

More powerful drugs exist for patients that do not respond to initial drug therapy. In the case of rheumatoid arthritis, drugs such as methotrexate, hydroxychloroquine and sulfasalazine can have individual side effects, which must be monitored closely, and a delay of one to six months for a clinical response is common.

Within the past four years, inhibition of inflammatory cytokines has become an established treatment for autoimmune disease. In the case of RA, two new protein therapeutics, Enbrel and Remicade, were introduced to inhibit the effects of TNF. Combined U.S. sales of these agents totaled approximately $1.5 billion in 2001. These treatments have been shown to be effective at arresting the progression of the disease; however, they must be given by injection or infusion on a repeated basis. Resistance to the treatment is also an issue with these new drugs. This is due in part to increasing production by a patient s immune system of antibodies that neutralize administered proteins.

We are focusing our initial drug development efforts on creating an orally available small molecule drug for the treatment of rheumatoid arthritis. The Arthritis Foundation estimates that approximately 2.1 million Americans currently suffer from rheumatoid arthritis. Decision Resources, an independent market research group, suggests that the global market for rheumatoid arthritis therapies will be approximately $6.6 billion by 2009, up from almost $1.5 billion in 1999. Rheumatoid arthritis patients generate more than nine million physician office visits and more than 250,000 hospitalizations each year. It is estimated that, in aggregate, the average yearly earnings deficit for all working individuals with rheumatoid arthritis is approximately $6.5 billion.

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SCIO-469: our p38 kinase inhibitor for the treatment of inflammatory diseases

SCIO-469 is a novel oral, small molecule compound designed to inhibit p38 kinase. Oral administration allows for careful dosage adjustment, which may permit the physician to inhibit TNF sufficiently to obtain a useful therapeutic effect without subjecting the patient to the risk of infection associated with complete TNF inhibition.

Preclinical studies. In preclinical studies of acute and chronic inflammatory arthritis, orally administered doses of SCIO-469 reduced cellular production of COX-2 in a dose-dependent manner and reduced COX-2 and TNF levels in whole blood assays. Statistically significant reductions in inflammation also were observed in animal models of arthritis. In October 2000, we presented preclinical data involving our p38 kinase inhibitors at the annual scientific meeting of the American College of Rheumatology. The study demonstrated that our p38 kinase inhibitors had statistically significant anti-inflammatory effects in both acute and chronic animal models of inflammation.

Clinical trials. In January 2001, we completed a Phase Ia clinical trial of SCIO-469 evaluating single oral doses in healthy volunteers. This Phase Ia clinical trial enrolled 30 volunteers. In April 2001, we completed a Phase Ib clinical trial with 20 healthy volunteers in which we evaluated the safety and tolerability of multiple doses of SCIO-469 over a two-week period. Based on the results of these trials, we initiated a Phase IIa clinical trial with rheumatoid arthritis patients in February 2002. This multi-center, randomized, placebo-controlled clinical study will enroll 120 patients who have active rheumatoid arthritis and are receiving methotrexate. The main objective of the study is to evaluate the safety and tolerability of six escalating doses of SCIO-469 in rheumatoid arthritis patients. The study will be separated into four treatment groups. The first two treatment groups will consist of 40 patients each and will evaluate two doses. The final two treatment groups will consist of 20 patients each and will evaluate one dose. We expect to announce results from this study in the second quarter of 2003. Following the independent safety review of the first treatment group, we began to enroll patients in the second treatment group to evaluate the next two doses of the trial. As of October 24, 2002, we are nearing completion of enrollment in this treatment group.

TGF-beta program

In March 2002, we announced the addition of a new drug candidate that we believe could become the first oral inhibitor of TGF-beta. TGF-beta is a multifunctional cytokine, a signaling protein that is produced in a broad range of diseases characterized by unregulated scarring and eventual organ failure. Research has indicated that excessive activation of TGF-beta is involved in the development of scar tissue formation, which is thought to contribute to the progressive loss of function seen in a variety of conditions. Diseases in which TGF-beta may play a role include congestive heart failure, chronic obstructive pulmonary disease, liver cirrhosis and kidney disease. Current therapies for these conditions treat symptoms exclusively or are only modestly effective in slowing disease progression.

We have developed novel and potent small molecule inhibitors that are designed to block activation of the TGF-beta receptor. They have been shown in our preclinical studies to be effective in reducing scar formation or fibrosis when given orally to animals. We expect to advance two lead molecules representing different chemical classes through preclinical development. In July 2002 we announced the lead indication for these compounds will be chronic obstructive pulmonary disease, which refers to a number of chronic lung disorders that restrict normal lung function. The most common forms of chronic obstructive pulmonary disease are chronic bronchitis and emphysema.

Strategy

We are focused on developing and commercializing novel pharmaceutical products that address large market opportunities with unmet medical needs, initially in the areas of cardiovascular and inflammatory disease. Key elements of our strategy include:

Maximizing the near-term commercial opportunities for Natrecor. Natrecor is the first drug to be approved by the FDA for the treatment of acute congestive heart failure in over a decade. Since FDA

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approval of Natrecor in August 2001, we have built a focused 189-person sales force dedicated to establishing Natrecor as the standard of care. In addition, Glaxo Group Ltd. expects to begin marketing Natrecor in Europe in 2004, subject to receipt of necessary regulatory approvals.

Expanding the commercial opportunities for Natrecor. We plan to expand the market opportunities for Natrecor including its use in additional clinical settings. In April 2002, we announced that Natrecor has received an Ambulatory Payment Classification passthrough code under the Hospital Outpatient Prospective Payment System from the Centers for Medicare & Medicaid Services. In October 2002, we announced that the Centers for Medicare & Medicaid Services granted a permanent code under the Healthcare Common Procedure Coding System to Natrecor, which allows Medicare reimbursement of Natrecor for use in the physician office setting. This reimbursement code will be effective on January 1, 2003. We also plan to pursue additional clinical settings for Natrecor including its use in serial outpatient infusions. For example, in January 2002 we initiated the FUSION study, a multi-center, randomized, open-label pilot study that will be conducted at approximately 40 U.S. sites and will enroll 210 patients.

Advancing the development of our small molecule therapeutics program. We plan to continue to add state-of-the-art technologies to enhance our ability to develop small molecule therapeutics in addition to our traditional strengths in developing protein therapeutics. The major advantages of small molecule therapeutics are the potential for oral administration, the ability to adjust dosing to maximize efficacy and minimize toxicity and the ease and cost of manufacturing. We recently began Phase IIa trials of SCIO-469, an oral, small molecule inhibitor of p38 kinase that we are developing for the treatment of rheumatoid arthritis. In addition, we are pursuing the development of oral small molecule inhibitors of the TGF-beta receptor for a broad range of clinical indications, the first of which will be chronic obstructive pulmonary disease.

Broadening our product portfolio through license or acquisition. We believe that we can leverage our Natrecor-dedicated sales force by marketing additional products to the acute care market. We are evaluating the licensing or acquisition of additional product candidates, several of which are in the areas of cardiovascular and inflammatory disease. We may also acquire additional technologies or businesses that we believe will enhance our research and development capabilities.

Collaborating selectively with biotechnology and pharmaceutical companies. As we expand certain aspects of our development pipeline, we intend to partner with biotechnology and pharmaceutical companies in order to gain access to additional research and development or marketing expertise. Our approach to partnership will be on a selective basis, seeking to maintain the highest possible value of our product candidates. In order to accomplish this task, we intend to delay partnering of any product until its clinical utility has been established.

Marketing and sales Natrecor

Natrecor education

We continue to build awareness for Natrecor among key target audiences through a variety of tactical programs including medical seminars, continuing medical education programs, advisory boards and publications. At September 30, 2002, we had hired 16 Scientific Affairs Managers and a Director of Scientific Affairs who are focused on educating physicians on diseases of the cardiovascular system and building relationships with opinion-leading cardiologists. We continue to identify and develop relationships with physicians and nurses who play a leading role in the diagnosis and treatment of congestive heart failure.

In addition, we launched a nationwide registry to collect and analyze demographic and treatment data about patients hospitalized due to acute congestive heart failure. ADHERE, the Acute Decompensated HEart failure national REgistry, is expected to have a unique database of information on tens of thousands of patients gathered from approximately 300 U.S. hospitals over the next several years. We believe ADHERE will help clinicians better determine factors associated with improved clinical outcomes in acute congestive heart failure, the primary cause of more than one million hospital admissions in the United States each year. ADHERE should also provide comprehensive demographic and treatment data on a wide range of hospitalized heart failure patients. By

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tracking treatment of these patients over time, we hope to identify optimal treatment strategies and develop comprehensive acute congestive heart failure guidelines.

Sales force team

We have a dedicated cardiology and emergency medicine sales force consisting of two Area Business Directors, 18 Area Business Managers and 169 cardiovascular salespersons. Our management team and sales force have extensive experience in and have been involved in the successful commercialization of therapies in the acute care setting. Our current team of 189 persons is the largest sales force solely dedicated to the acute congestive heart failure market.

Group purchasing organizations

To enhance our hospital and physician access, we have aggressively pursued contracts with group purchasing organizations. These group purchasing organizations contract for hundreds of member hospitals and, as a group, assist us in gaining access for Natrecor and our cardiovascular specialists in these hospitals. We currently have signed group purchasing organization arrangements with Amerinet, BroadLane, Consorta, Cardinal Health Provider Pharmacy Services, Purchasing Alliance for Clinical Therapeutics and Premier. In addition to group purchasing organization agreements, we believe Kaiser Permanente has put Natrecor on the formulary for many of its Northern and Southern California hospitals, and we have entered into a purchasing agreement with the U.S. Veteran s Administration, which allowed Natrecor to be placed on the Federal Supply Schedule.

Glaxo Group Ltd. agreement

In March 2002, we finalized a license and supply agreement with Glaxo Group Ltd., an affiliate of GlaxoSmithKline, to license Natrecor to Glaxo Group Ltd. in all European markets. Under the terms of the agreement, Glaxo Group Ltd. will have the rights to sell and distribute the product for which we received an up-front fee of approximately GB£ 3.5 million and may receive milestone payments totaling up to an additional GB£ 11.5 million. In addition, we will receive royalties on future sales of Natrecor in the identified European markets. We will be responsible for the manufacture and supply of bulk product to Glaxo Group Ltd. Both companies will work together to continue clinical development of Natrecor in Europe. In September 2002, Glaxo Group Ltd. submitted a Marketing Authorization Application for nesiritide with the European Agency for the Evaluation of Medicinal Products. Glaxo Group Ltd. expects to launch Natrecor in Europe in 2004. The up-front fee of GB£ 3.5 million (which equaled approximately $4.9 million U.S. dollars) which we received in March 2002 has been recorded as deferred contract revenue.

Our agreement with Innovex

We entered into a sales and marketing agreement with Innovex LP and Innovex Support Services Limited Partnership, subsidiaries of Quintiles Transnational Corp., in January 2001, which we later amended in November 2001, in which we agreed through May 31, 2004 to purchase marketing services from Innovex and lease sales representatives from Innovex Support Services. Under the amended agreement, PharmaBio Development, Inc., an affiliate of Innovex and Innovex Support Services, agreed to fund a total of $30.0 million of our sales and marketing costs of Natrecor at set intervals through May 30, 2003, $20.3 million of which has received through September 30, 2002. In exchange for such funding, PharmaBio Development earns a declining royalty, up to a maximum amount of $65.0 million, on net sales of Natrecor in the United States and Canada through early 2008. As of September 30, 2002, we have paid $0.9 million in royalties to PharmaBio. We also granted PharmaBio Development a fully vested warrant to purchase 700,000 shares of our common stock at an exercise price of $20.00 per share, exercisable in seven installments from December 2001 through May 2003. PharmaBio Development may terminate its future funding commitments in the event Natrecor is withdrawn from the U.S. market or net sales of Natrecor decline in two consecutive quarters. The agreement also grants us the option to assume control of the leased Natrecor sales force from Innovex Support Services in June 2003, and we informed Innovex Support Services of our intention to assume such control in June 2002.

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Manufacturing, order management and distribution

Our products are manufactured, packaged and distributed for us by third parties. In 1995, we entered into an agreement with BioChemie GmbH, a subsidiary of Novartis, in Austria for the manufacture of the bulk active pharmaceutical ingredient in Natrecor. Our manufacturing agreement with BioChemie sets minimum and maximum quantities of bulk active pharmaceutical ingredient to be ordered by us each year and over the life of the agreement. The agreement with BioChemie provides for the purchase by us of at least 25 kilograms of bulk solution over an eight-year period beginning after the first delivery of commercialized quantities, at a maximum aggregate price of 24.5 million (which equaled approximately $24.2 million at September 30, 2002). As of September 30, 2002, the remaining minimum purchase commitment was 22 kilograms of bulk solution at a maximum price of 21.6 million (which equaled approximately $21.3 million at September 30, 2002). Under the terms of the agreement, we have reimbursed BioChemie for one-half of its costs incurred in investing in new equipment to produce the bulk active pharmaceutical ingredient in Natrecor. We expect the agreement to run through 2009. BioChemie ships the bulk active pharmaceutical ingredient in powder form to Abbott Laboratories in McPherson, Kansas, where it is blended, filled and packaged for shipment. Our processing and supply agreement with Abbott Laboratories was executed in December 1997, runs through December 2004 and automatically renews each calendar year thereafter unless notice is given by either party six months prior to expiration. As of September 30, 2002, we have paid Abbott $1.3 million for purchases of finished product. Abbott ships the finished product to UPS Logistics Group, where it is stored for distribution to various wholesalers. We also maintain arrangements with several companies to manufacture our p38 kinase inhibitor compounds and intend to enter into a long-term supply relationship if our compounds continue to proceed through development.

We sell finished Natrecor directly to approximately 30 wholesalers through UPS Logistics Group, our distributor and inventory manager, based on purchase orders that UPS Logistics Group receives from the various wholesalers. Wholesalers sell Natrecor directly to hospitals. As of September 30, 2002, four wholesalers, AmeriSource, Bergen, Cardinal and McKesson, accounted for approximately 90% of our total Natrecor sales. We believe that because the ultimate purchasers of Natrecor are hospitals, the loss of any of our wholesaler customers would not have a material impact on sales of Natrecor because other wholesalers would increase their purchases to meet the demand.

Licensing arrangements with third parties

We have licensed some of our product candidates to third parties, who are now responsible for product development. Under these arrangements, we typically receive a combination of up-front payments, milestone payments upon their achievement of scientific and clinical benchmarks and royalties on commercial sales of products by our partners.

BNP

In 1998, we entered into a cross-license agreement with Shionogi under which we granted Shionogi a royalty-free, exclusive license in Japan and a royalty-free, semi-exclusive license outside of Japan to our BNP patent rights for the diagnostic field. We also granted Shionogi a royalty-free, non-exclusive worldwide license to our BNP patent rights for the radioimmunoassay field. In exchange, Shionogi granted us a royalty-bearing, exclusive worldwide license under Shionogi s BNP patent rights to develop therapeutic products and a royalty-free, non-exclusive license outside of Japan under Shionogi s BNP patent rights for the diagnostic field. For therapeutic products, we pay royalties on net sales for the life of the patent in countries where Shionogi holds one or more BNP patents. In countries where Shionogi has no issued patent covering BNP, but one or more pending patent applications which cover BNP, we are obligated to pay a reduced royalty on the net sales of our therapeutic products during the pendency of such applications, up to a maximum of four years following commencement of our sales in the country where such applications are pending, after which the royalty obligation shall cease, unless and until the pending applications result in one or more issued claims covering BNP, in which case we would be obligated to pay the full royalty from the date of patent issuance until the

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expiration or invalidity of the BNP patents in question. Shionogi holds patents relating to BNP in Japan and Europe and has pending patent applications in the United States. The cross-license agreement with Shionogi remains in effect as long as one party still owns BNP patent rights. As of September 30, 2002, we have paid $0.8 million in royalties to Shionogi.

We have licensed to Biosite Diagnostics and Abbott Laboratories the right to use our patents on BNP for diagnostic purposes. Biosite has developed and is currently marketing a point-of-care diagnostic test for BNP levels in the United States and Europe. This test is used to identify individuals with congestive heart failure or to monitor progression of their disease or their response to treatment. We are currently receiving royalties from Biosite on the sales of their diagnostic products. We also receive periodic milestone payments from Abbott as it continues to develop its BNP diagnostic product.

Fibroblast growth factor

In 1982, Biotechnology Research Partners, Ltd., a California limited partnership, was formed primarily to conduct research and experimentation in the field of biotechnology and to develop and produce from genetically engineered micro-organisms or cells new products that have potential pharmaceutical and other commercial applications. Out of this research, fibroblast growth factor, or FGF, was discovered. FGF is a naturally occurring protein, which stimulates the growth of new blood vessels. In 1988, we licensed the FGF technology to Kaken Pharmaceutical.

In April 2001, Kaken received approval from the Japanese Ministry of Health and Welfare to market an FGF-based product for the treatment of recalcitrant dermal ulcers in Japan. As part of the partnership agreement for Biotechnology Research Partners, Biotechnology Research Partners and Scios share in the royalties from product sales of FGF. During 2001, we received royalties on sales of FGF-based products by Kaken in Japan. The distributions of the royalty payments were approximately 63% to Scios and 37% to the limited partners of Biotechnology Research Partners. Costs and expenses are shared in this same percentage for audit, legal, and general and administrative expenses. Scios R&D, Inc., a wholly owned subsidiary of Scios, owns 100% of BRP, Inc., the general partner of Biotechnology Research Partners. Scios owns approximately 59% of Biotechnology Research Partners and consolidates the results of Biotechnology Research Partners in its financial statements.

In November 1999, we granted a license to Chiron covering rights to FGF in the areas not previously licensed by us. We may receive up to $12.0 million in milestone payments upon Chiron s completion of certain development objectives. In addition, we will receive royalties based on sales of FGF products in countries where we hold patents. Chiron has completed separate Phase II human clinical trials evaluating FGF as a treatment for coronary artery and peripheral vascular disease.

We have also granted nonexclusive licenses under our FGF patents and technology to Orquest for the development of products for the treatment of bone fractures.

We are obligated to make payments to Organon International based on amounts received by us upon commercialization of FGF. Approximately $0.2 million remains to be paid under this obligation, which stems from our 1989 reacquisition of certain FGF rights previously licensed to Organon.

Vascular endothelial growth factor121

VEGF121 is a naturally occurring protein used to stimulate the growth of new blood vessels. In May 1996, we granted a license to GenVec for the use of the gene encoding VEGF121 in gene therapy products. GenVec is currently conducting Phase II clinical trials of its BIOBYPASS angiogen, which incorporates the use of our licensed technology. This product is being evaluated to treat coronary artery disease and peripheral vascular disease. We will receive royalties on any future sales of these products.

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Glucagon-like peptide-1

GLP-1 is a potent peptide that stimulates insulin release when blood sugar levels are above normal. In 1988, we licensed from Massachusetts General Hospital the exclusive use of certain patent applications for GLP-1 and certain analogs upon which we will pay a royalty on any future sales. In 1996, we granted Novo Nordisk an exclusive license to our GLP-1 technology and the additional rights we acquired pursuant to the Massachusetts General Hospital license. We will receive royalties on product sales made by Novo Nordisk. Novo Nordisk is responsible for development activities for GLP-1 and has initiated Phase II human clinical trials of a GLP-1 analog that they are developing as a treatment for Type 2 diabetes.

Alzheimer s disease

We have concluded separate research collaborations with Eli Lilly and with DuPont Pharmaceuticals to develop new therapies for Alzheimer s disease. The joint research phase of our collaboration with DuPont ended in November 2000. The joint research phase of our collaboration with Eli Lilly ended December 31, 2001. Under the Eli Lilly agreement, we are entitled to receive potential milestone payments if certain events are achieved, and Eli Lilly is entitled to commercialize any resulting products subject to royalty payments to us. Following the DuPont and Eli Lilly collaborations, we have decided to discontinue further substantial research efforts relating to identification and characterization of proteins and biological mechanisms implicated in Alzheimer s disease.

Drug delivery systems

Prior to our acquisition of Nova Pharmaceuticals in 1992, Nova had been developing several drug delivery systems, including the Gliadel implant to treat primary brain cancer. The Gliadel technology was developed pursuant to a license agreement with the Massachusetts Institute of Technology relating to MIT s Biodel drug delivery technology. We licensed Gliadel to Guilford Pharmaceuticals in 1994. Gliadel was approved for marketing in the United States in 1996. We assigned our Biodel license rights back to MIT, which administers the licensing of this technology, including the license with Guilford. We and MIT are receiving royalty and milestone payments under the license agreement with Guilford. We conducted the Gliadel project on behalf of Nova Technology Limited Partnership, the limited partnership that funded Nova s research and development on these projects. In December 1992, we exercised our option to acquire all interests in Nova Technology Limited Partnership for $20.4 million. We also issued contingent payment rights to all limited partners of the partnership, pursuant to which we are obligated until January 15, 2008 to pay royalties on the sale or license of certain products that were under development by the partnership.

Psychiatric sales and marketing division

Since 1990, our Psychiatric Sales and Marketing Division had the exclusive right to market certain products in the United States under a licensing agreement with GlaxoSmithKline, including Eskalith and Eskalith CR, Thorazine, Stelazine and Parnate. GlaxoSmithKline was responsible for the manufacture and distribution of these products. As part of our agreement with GlaxoSmithKline, we paid GlaxoSmithKline 40% of our net profits from the sales of these products. We sold the marketing rights back to GlaxoSmithKline and terminated the licensing agreement effective March 31, 2001. We received from GlaxoSmithKline $4.0 million in 2001 and $3.0 million in 2002, and expect to receive a final payment of $2.4 million in 2003.

Research and development

Our technical capabilities now include disease-based gene microarrays, bioinformatics, structural informatics and state-of-the-art medicinal chemistry, including computational chemistry modeling, all of which have added to our traditional technical strengths in protein cloning and expression.

In order to discover new pathways of disease, our research has assembled tissue samples from a broad array of human and experimental diseases of the cardiovascular system. We analyze these tissues for the expression of

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new genes that may be involved in particular diseases. We do this by a technique known as microarray gene display, in which fluorescent tags identify which genes may be up regulated or down regulated during the course of a particular disease. We then apply commercial and proprietary software analysis to the sequence of these genes and to the patterns of their expression in order to highlight cellular pathways that may be playing a particular role in a disease process. This process is known as bioinformatics.

Particular attention is paid either to the presence of a known enzyme participating unexpectedly in a disease process or to a novel enzyme. Our molecular biologists then express these candidate target enzymes in an activated state as pure proteins and develop high throughput screening assays to discover inhibitors of those enzymes within our chemical compound library, which we have developed over the last several years. Applying the tools of structural informatics, our protein chemists develop computer-based, three-dimensional structures of these enzymes that guide our chemists in developing lead inhibitory molecules with respect to potency and selectivity. Once we have brought a drug candidate to the optimum level of potency and safety, we test the drug at both the cellular and animal level, again applying gene microarray technology. This allows the rapid evaluation of the drug for efficacy while ensuring that potential toxicities are minimized before testing in the clinic.

We are focused on diseases of the cardiovascular system, with a particular emphasis on inflammation in both its acute and chronic forms and scarring as a cause of chronic organ failure. Our research has emphasized an emerging family of protein therapeutic targets known as protein kinases. Kinases are naturally occurring intracellular signaling switches that work by attaching phosphate groups to other proteins, thereby activating cellular processes controlled by those proteins, including the transcription of new proteins. While the vast majority of protein kinases are engaged in beneficial work on behalf of the cells of the body, medical research over the last decade has clearly demonstrated that cellular pathways abnormally activated by certain kinases contribute to both the symptoms and progression of many diseases. By applying the most advanced technologies available with proprietary methodology, including the development of gene analysis software, we have dedicated ourselves to the identification of kinases participating in diseases within our strategic focus and developing and testing inhibitors of those enzymes for potential therapeutic value. The rapid preclinical and clinical development of our p38 kinase inhibitor, SCIO-469, and our preliminary advances in our TGF-beta program represents the initial success of this innovative approach.

Our aggregate research and development expense totaled $48.1 million in 2001, $39.3 million in 2000, and $34.3 million in 1999.

Patents and proprietary rights

We seek patent protection for proprietary technology and products in the United States and abroad to prevent others from unfairly capitalizing on our investment in research. Other companies engaged in research and development of new healthcare products also actively pursue patents for their technologies. We also rely upon trade secrets and know-how to reinforce our competitive position. However, trade secret protection will not preclude others from independently developing technology similar to ours, nor can there be any assurance that third parties that have signed confidentiality agreements with us will honor those agreements.

We currently own or hold exclusive rights to 89 issued U.S. patents and 53 U.S. pending patent applications covering our proprietary technology and products. We also own or hold exclusive rights to foreign patents and patent applications corresponding to most of the U.S. patents and patent applications in our portfolio. Our issued patents include patents on Natrecor, certain of our p38 kinase inhibitors, FGF, VEGF121 and GLP-1. Our proprietary position with respect to certain principal products under development is described below. If a patent issues prior to marketing approval, as has been the case with all of our issued patents to date, we can apply for extension of the patent term for a limited period of time to make up for a portion of the patent term lost to the regulatory approval period. The absence of a patent covering products, which we have licensed to third parties, could reduce the royalties due to us under the agreements with those parties.

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Natrecor

We have been issued United States, Canadian and European patents covering the endogenous form of Natrecor, human BNP. Our U.S. patents on Natrecor are subject to possible extension due to time taken up in the regulatory approval process. We believe our key patent on Natrecor, which currently expires in May 2009, may be extended to late 2013 or early 2014. Pursuant to a royalty-bearing, exclusive worldwide license granted to us by Shionogi, we also have the exclusive right to develop therapeutic products using BNP under certain patents and applications on BNP originally filed by Daiichi Pharmaceutical and subsequently acquired by Shionogi. Shionogi holds patents in Japan and Europe. We believe that Shionogi may have a patent application pending in the United States. Although we were granted a Japanese patent on BNP, the patent was revoked in 1998 in an opposition filed against the patent by an unidentified party. The opposition did not challenge the originality of our BNP discovery but based its challenge solely on an interpretation of utility requirements for patentability peculiar to Japanese patent law. We appealed the revocation to the Tokyo High Court. On March 13, 2001, the Tokyo High Court affirmed the revocation. We petitioned the Supreme Court of Japan for the right to appeal the decision of the Tokyo High Court, but our petition was rejected. In June 2002 we were informed by our Japanese counsel that the Supreme Court s decision precludes further appeals in the Japanese Patent Office. The decision does not affect our patent rights outside of Japan, nor does the revocation impact our ability to exclusively market BNP in Japan insofar as our exclusive license under the patent rights of Daiichi includes several Japanese patents of Daiichi directed to BNP.

p38 kinase inhibitors

We have filed a series of patent applications in the United States covering the classes of p38 kinase inhibitors that we have identified. To date, we have been issued three U.S. patents directed to certain of these p38 kinase inhibitors. These patents will expire in 2018, subject to possible extension for FDA regulatory delays. While the classes of small molecule compounds identified by our researchers appear to be unique, we are aware that other companies are also working to develop p38 kinase inhibitor compounds, and have filed patent applications on and received patents covering certain classes of compounds that these competing companies have identified and covering various aspects of identifying such compounds.

TGF-beta inhibitors

Our patent portfolio directed to small molecule kinase inhibitors includes pending and issued U.S. patent applications directed to the TGF-beta inhibitors we have identified, including those we believe have the greatest potential for commercial development. To date we have two issued U.S. patents and four pending U.S. patents directed to our TGF-beta inhibitors. The issued patents will expire in 2018, and we expect the pending applications, if issued, to have the same expiration. If we obtain FDA approval to market and sell one or more TGF-beta inhibitors, certain of our patents directed to these compounds may be extended based on regulatory delays in obtaining FDA approval.

FGF

After an interference with The Salk Institute for Biological Studies, we were awarded a U.S. patent on DNA sequences, expression vectors, and microorganisms used in the recombinant production of human basic FGF. Our basic FGF U.S. patent will expire in 2012, and it may be extended for FDA regulatory delays. We also hold European and Japanese patents on human basic FGF. Synergen, now owned by Amgen, has obtained patents directed to a form of FGF that we believe is different from the form of FGF produced by us. A U.S. patent issued to Salk contains claims directed to substantially pure mammalian basic FGF containing the 146 amino acid sequence of bovine basic FGF or a naturally occurring homologous sequence of another mammalian species. Although we have been advised by counsel that the Salk patent would be invalid if read broadly enough to cover our form of FGF, there is still risk that an assertion of this patent could block our partners ability to develop and market human basic FGF in the absence of a license, or if such a license is granted, could reduce the royalty income to us. We opposed Salk s European patent, which resulted in revocation of the patent. Salk appealed the

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revocation. In February 2002, the Technical Board of Appeal agreed with the grounds of appeal and entered its decision to maintain the patent as granted. Our European patent was opposed by Chiron and Pharmacia. Our patent was upheld and both opponents appealed. As a result of our license to Chiron, Chiron, who is also a licensee of Salk, withdrew from the opposition against our European patent, and we have withdrawn from our opposition against the Salk patent.

In March 1994, we obtained a non-exclusive license to make, use and sell FGF under a U.S. patent issued to Harvard University containing claims to purified cationic (basic) FGF. The Harvard patent is based on a patent application having a filing date earlier than the application that formed the basis for the Salk patent. Sublicense rights under this patent are included in the rights granted by us to our FGF licensees, Kaken and Chiron.

$VEGF_{121}$

Seven isoforms of human VEGF (hVEGF) are known, having 121, 145, 148, 165, 183, 189 and 206 amino acids, respectively. We believe that our researchers were the first to identify, clone and produce by recombinant DNA technology the 121 amino acid form of hVEGF (hVEGF121). hVEGF121 is the only human VEGF isoform known not to bind to heparin. We own two U.S. patents issued in 1993 covering hVEGF121, and in 1996 received a European patent covering this VEGF isoform. Our U.S. patents on VEGF121 will expire in 2010 but may be extended for FDA regulatory delays. We have patent applications pending in Canada and Japan. Other companies and institutions, including Genentech, Pharmacia and the Regents of the University of California, hold patents and pending patent applications claiming various isoforms of hVEGF and certain VEGF variants.

Competition

For patients treated with acute congestive heart failure, many therapeutic options are available. Competing drugs fall into three main categories: vasodilators, inotropes and diuretics. Natrecor, approved for marketing in August of 2001, competes against both vasodilators and inotropes in the acute congestive heart failure market. Many of the currently marketed drugs are available in generic formulation and have an associated low cost. In addition, milrinone, an inotrope promoted by Sanofi-Synthelabo, lost patent protection in May 2002. Natrecor has been priced above the cost of these existing drugs, which may harm our competitive position relative to these drugs. The higher cost of Natrecor may prevent us from being able to compete effectively with these long-standing existing forms of therapy.

New drugs in development for the treatment of acute congestive heart failure would compete with Natrecor if approved by the FDA or other regulatory agencies. Veletri, a non-selective endothelin receptor antagonist, is being developed by Actelion. Actelion recently completed Phase II clinical trials with Veletri as a vasodilator for the treatment of acute congestive heart failure. Based on the results of the Phase II clinical trials, Actelion announced in September 2002 that it intends to proceed with a Phase III trial with Veletri to evaluate mortality and morbidity benefits. In addition, we understand that Abbott is in Phase III development of Simdax, a calcium sensitizer described as an inotrope.

We are aware of several pharmaceutical and biotechnology companies that are actively developing or have commercialized products addressing the same disease indication as our p38 kinase inhibitor. Current commercial competition for rheumatoid arthritis treatments include generic methotrexate, the injectible TNF inhibitors such as Centocor s Remicade (Centocor is a subsidiary of Johnson & Johnson) and Amgen s Enbrel and their recent launch of an injectible interleukin-1 inhibitor, Kineret (anakinra). In addition, competition will result from the most often prescribed drugs to treat rheumatoid arthritis, the non-steroidal anti-inflammatory drugs such as ibuprofen and the COX-2 inhibitors such as Pharmacia s Celebrex and Merck s Vioxx. These drugs are palliative only and do not reverse or prevent the progression of the disease.

In addition, we are aware of pharmaceutical and biotechnology companies that are specifically developing p38 kinase inhibitors for treating rheumatoid arthritis. In 2001, Vertex Pharmaceuticals suspended the development of its lead oral p38 kinase inhibitor compound indicated for rheumatoid arthritis. Vertex initiated

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clinical trials with two back-up compounds during 2002. Phase I trials for their lead back-up p38 kinase inhibitor are expected to be completed in 2003. Boehringer Ingleheim is currently in Phase II trials with their lead p38 kinase inhibitor in Europe for the treatment of rheumatoid arthritis. Many of these companies, including Boehringer Ingleheim and Vertex, possess both greater access to capital and research and development resources. We may be unable to compete effectively with any of these development projects. If we are successful in developing our own p38 kinase inhibitor compound we may face intense competition.

We expect that competition for our products, when approved for sale, will be based, among other things, on efficacy, reliability, product safety, price and patent position. Our ability to compete effectively and develop products that can be manufactured cost-effectively and marketed successfully will depend on our ability to:

advance our technology platforms;

license additional technology;

maintain a proprietary position in our technologies and products;

obtain required government and other public and private approvals on a timely basis;

attract and retain key personnel; and

enter into corporate partnerships.

Our failure to achieve any of the above goals could impair our business.

Government regulation

Pharmaceutical drugs are subject to extensive pre- and post-market regulation by the FDA, including regulations that govern the testing, manufacturing, safety, efficacy, labeling, storage, record keeping, advertising, and promotion of the products under the Federal Food Drug and Cosmetic Act. The process required by the FDA before a new drug may be marketed in the United States generally involves the following: completion of preclinical laboratory and animal testing; submission of an investigational new drug application, which must become effective before clinical trials may begin; performance of adequate and well controlled human clinical trials to establish the safety and efficacy of the proposed drug products intended use; and approval by the FDA of an NDA.

Human clinical trials are typically conducted in three sequential phases that may overlap. These phases generally include the following: Phase I during which the drug is introduced into healthy human subjects or, on occasion patients, and is tested for safety, dose tolerance and metabolism; Phase II during which the drug is introduced into a limited patient population to determine the efficacy of the product for specific targeted diseases, to determine dosage tolerance and optimal dosage and to identify possible adverse effects and safety risks; and Phase III during which the clinical trial is expanded to a more diverse patient group in geographically dispersed clinical trial sites to further evaluate clinical efficacy, optimal dosage and safety. The FDA, and the Institutional Review Board at each institution at which a clinical trial is being performed, may suspend a clinical trial at any time for various reasons, including a belief that the subjects are being exposed to an unacceptable health risk.

The results of product development, preclinical animal studies and human studies are submitted to the FDA as part of the NDA. The NDA also must contain extensive manufacturing information. The FDA does allow under certain circumstances for the joint manufacturing of drug products. The FDA may approve or disapprove the NDA if applicable FDA regulatory criteria are not satisfied or it may require additional clinical data. Once approved, the FDA may withdraw the product approval if compliance with pre- and post-market regulatory standards is not maintained or if problems occur after the product reaches the marketplace. In addition, the FDA may require post-marketing studies, referred to as Phase IV studies, to monitor the effect of approved products, and may limit further marketing of the product based on the results of these postmarket studies. The FDA has broad post-market regulatory and enforcement powers, including the ability to levy fines and civil penalties, suspend or delay issuance of approvals, seize or recall products, and withdraw approvals.

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Facilities used to manufacture drugs are subject to periodic inspection by the FDA and other authorities where applicable, and must comply with the FDA s Good Manufacturing Practice regulations. Failure to comply with the statutory and regulatory requirements subjects the manufacturer to possible legal action, such as suspension of manufacturing, seizure of product or a voluntary recall of a product. Adverse experiences with the product must be reported to the FDA and could result in the imposition of market restrictions through labeling changes or in product removal. Product approvals may be withdrawn if compliance with regulatory requirements is not maintained or if problems concerning safety or efficacy of the product occur following approval.

With respect to post-market product advertising and promotion, the FDA imposes a number of complex regulations on entities that advertise and promote pharmaceuticals, which include, among others, off-label promotion, industry sponsored scientific and educational activities, standards and regulations for direct-to-consumer advertising, and promotional activities involving the Internet. The FDA has very broad enforcement authority under the Federal Food Drug and Cosmetic Act, and failure to abide by these regulations can result in penalties including the issuance of a warning letter directing a company to correct deviations from the FDA standards, a requirement that future advertising and promotional materials be pre-cleared by the FDA, and state and federal civil and criminal investigations and prosecutions.

We are also subject to various laws and regulations regarding laboratory practices, product manufacturing, including the FDA s current Good Manufacturing Practice requirements, the experimental use of animals, and the use and disposal of hazardous or potentially hazardous substances in connection with our research. In each of these areas, the FDA has broad regulatory and enforcement powers, including the ability to levy fines and civil penalties, suspend or delay issuance of approvals, seize or recall products, and withdraw approvals, any one or more of which could harm our business. Additionally, before any of our products may be marketed in foreign countries, they are subject to pre- and post-market regulation similar to that required in the United States.

Employees

We had 493 full-time employees as of September 30, 2002.

Department	Employees
Sales representatives and management deployed in the field	189
Sales operations and marketing	17
Research and development	228
General and administrative	59
Total	493

We believe our employee relations are good. None of our employees is subject to a collective bargaining agreement.

Properties

We lease a 52,000 square foot office building in Sunnyvale, California pursuant to two leases which both expire on August 31, 2008. We also lease three neighboring 33,600, 7,200 and 8,400 square foot office buildings, all of which expire on December 31, 2003. Our annual lease payments for the Sunnyvale facilities are approximately $2.0 million. In addition, we lease a warehouse in Mountain View, California that expires on December 31, 2003. In August 2002, we entered into two leases for two buildings in Fremont, California, totaling approximately 190,000 square feet. Our annual lease payments for the Fremont facilities will be approximately $3.2 million commencing in September 2003. The Fremont leases expire in 2017 and may be extended for two five-year terms at our option.

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MANAGEMENT

Our executive officers and directors and their ages at November 14, 2002 are as follows:

Name	Age	Position
Richard B. Brewer	51	President, Chief Executive Officer and Director
George F. Schreiner, M.D., Ph.D.	53	Chief Scientific Officer
David W. Gryska	46	Senior Vice President, Finance and Chief Financial Officer
Patricia A. Baldwin, Ph.D.	47	Vice President, Quality and Product Development
M. Allison Herd	41	Vice President, Human Resources
Matthew R. Hooper	45	Vice President and General Counsel
Darlene P. Horton, M.D.	41	Vice President, Medical Affairs
Jane A. Moffitt	49	Vice President, Regulatory Affairs
Laura Simon, M.D.	38	Vice President, Corporate Planning and Development
Randall St. Laurent	41	Vice President, Sales
Donald B. Rice, Ph.D.	63	Chairman of the Board of Directors
Samuel H. Armacost	63	Director
Charles A. Sanders, M.D.	70	Director
Solomon H. Snyder, M.D.	63	Director
Burton E. Sobel, M.D.	65	Director
Eugene L. Step	73	Director

Richard B. Brewer joined us in September 1998 as President, Chief Executive Officer and Director. From February 1996 to June 1998, he served as the Executive Vice President of Operations and then as Chief Operating Officer of Heartport, Inc., a medical device company. From 1984 to 1995, Mr. Brewer served in various capacities for Genentech Europe Ltd., Genentech Canada, Inc. and Genentech, Inc., most recently as Senior Vice President, U.S. Sales and Marketing. Mr. Brewer received a B.S. from Virginia Polytechnic Institute and an M.B.A. from Northwestern University.

George F. Schreiner, M.D., Ph.D., joined us in January 1997 as Vice President, Cardiorenal Research. He became our Chief Scientific Officer in August 2000, responsible for leading our research group. From 1992 until January 1997, Dr. Schreiner was with CV Therapeutics, Inc., a biopharmaceutical company, as Vice President, Medical Science and Preclinical Research. From 1980 to 1992, Dr. Schreiner served on the faculties of Harvard Medical School and Washington University School of Medicine. Dr. Schreiner received an A.B. in Psychology/Sociology from Harvard College, an M.D. from Harvard Medical School and a Ph.D. in Immunology from Harvard University.

David W. Gryska joined us in December 1998 as Vice President of Finance and Chief Financial Officer and became our Senior Vice President of Finance in November 2000. From 1993 to December 1998, Mr. Gryska was Vice President, Finance and Chief Financial Officer of Cardiac Pathways Corporation, a medical device company. Mr. Gryska was with Ernst & Young LLP from 1982 to 1993 and served as a partner from 1989 to 1993. Mr. Gryska received a B.A. in Accounting and a B.A. in Finance from Loyola University of Chicago and an M.B.A. from Golden Gate University.

Patricia A. Baldwin, Ph.D., joined us in 1986 as a Scientist in the Novel Drug Delivery Department. In 1990, she moved to the Pharmaceutical Research and Development Department and in 1995, Dr. Baldwin became our Director of Analytical Chemistry. In September 1999, she became our Senior Director of Analytical Methods and Quality Control and in March 2000, Dr. Baldwin was promoted to our Vice President, Quality and Product Development. Dr. Baldwin received a B.S. in Chemistry from Stanford University and a Ph.D. in Chemistry from the University of California, Berkeley.

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M. Allison Herd joined us in March 2001 as Vice President of Human Resources. From February 2000 to March 2001, she was Director of Human Resources with Network ICE Corporation, a software company. From March 1998 to February 2000, Ms. Herd was Director of Human Resources with Cardiac Pathways Corporation, a medical device company. From November 1996 to March 1998, she was Human Resources Manager with Progressive Angioplasty Systems, a medical device company. From April 1996 to November 1996, Ms. Herd was Senior Human Resources Generalist with CLONTECH Laboratories, Inc., a biotechnology company. Ms. Herd holds a B.A. in Sociology from San Jose State University and an M.A. in Human Resources from Golden Gate University.

Matthew R. Hooper joined us in October 2000 as Senior Patent Counsel responsible for handling all intellectual property matters for us. In October 2001, Mr. Hooper became Vice President, General Counsel of Scios and currently oversees all legal aspects of our operations. From November 1999 to September 2000, Mr. Hooper was senior counsel in the litigation group of Jones Day Reavis and Pogue in Chicago. From 1994 to 1999, he held the position of counsel at Abbott Laboratories in its patent and trademark department. Before joining Abbott, Mr. Hooper served as a patent attorney at Amoco Corporation from 1985 through 1994, and an associate attorney in private practice in Chicago from 1982 through 1985. He received his J.D. from Northwestern University Law School and his B.S. degree in Chemistry from LaSalle University.

Darlene P. Horton, M.D., joined us in July 1996 and is responsible for directing and managing our clinical research programs. In August 2000, Dr. Horton was appointed our Vice President, Medical Affairs. Prior to joining Scios, she was a Pediatric Cardiology Fellow at UCSF s Cardiovascular Research Institute, and she remains on the clinical faculty at the University of California, San Francisco. Dr. Horton received a B.S. in Microbiology and an M.D. from the University of Florida in Gainesville.

Jane A. Moffitt joined Scios in August 2001 as Vice President of Regulatory Affairs and is responsible for overseeing all aspects of our regulatory operations. In her previous position with Cygnus, Inc., a medical device company, she served as Vice President, Regulatory Affairs and Quality Assurance from December 1999 to February 2001. Prior to Cygnus, from March 1998 to December 1999, Ms. Moffitt ran her own consulting business, advising numerous medical device and biotechnology companies on regulatory affairs and quality assurance. Before that, she served as Vice President, Worldwide Regulatory Affairs, at Collagen Corporation from January 1997 to March 1998, and as Vice President, Regulatory Affairs/Quality Assurance at Amsco International, Inc. from January 1993 to July 1996. She came to Amsco from Allergan, Inc., where she was Assistant General Counsel and Director of Regulatory Affairs. She received her B.S. degree from Dickinson College in Carlisle, Pa., and her J.D. from the Dickinson School of Law. She earned her LL.M. in Trade Regulation from the New York University School of Law through the Food & Drug Law Institute Fellowship Program.

Randall St. Laurent joined us in March 2001 as an Area Business Director. He became our Vice President, Sales in November 2002. From September 1999 to March 2001, Mr. St. Laurent was the Executive Director of Field Operations for Transkaryotic Therapies, Inc., a biotechnology company. From December 1987 to September 1999, Mr. St. Laurent worked at Genentech where he held several sales positions, including Regional and Division Manager. Mr. St. Laurent received a B.S. degree in Business Administration from Ohio State University.

Laura Simon, M.D. joined us in November 2000 as an Associate Director of Corporate Planning and Development. She became the Director of Corporate Planning and Development in November 2001, Senior Director of Corporate Planning and Development in July 2002 and Vice President, Corporate Planning and Development in November 2002. Dr. Simon graduated from medical school in May 1998, interned in Transitional Medicine at Presbyterian St. Luke s Hospital in Denver, Colorado from June 1998 to June 1999 and was a resident in Diagnostic Radiology at Harvard Medical School s Brigham & Women s Hospital in Boston, Massachusetts from July 1999 to July 2000. Prior to and while attending medical school, Dr. Simon did bench research with Nobel Laureate Thomas R. Cech, Ph.D. at the University of Colorado School of Medicine in the

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biochemistry field from 1993 to 1995. Previously, Dr. Simon has worked as a Management Information Consultant for Andersen Consulting and as a Sales Engineer for IBM. Dr. Simon received a B.A. in Economics from Mills College and an M.D. from the University of Colorado School of Medicine.

Donald B. Rice, Ph.D., has served on our Board of Directors since 1997 and was elected our Chairman of the Board in November 1998. Since March 1997, Dr. Rice has served as the President, Chief Executive Officer and director of Agensys, Inc., a private biopharmaceutical company, where he currently serves as Chairman of the Board. Previously, he served Teledyne, Inc., as President, Chief Operating Officer and a director from 1993 to August 1996, the U.S. Department of Defense as Secretary of the Air Force from 1989 to 1993, and The RAND Corporation as President and Chief Executive Officer from 1972 to 1989. He was also Assistant Director of the Office of Management and Budget, The White House. Dr. Rice is a member of the board of directors of Wells Fargo & Company, Vulcan Materials Company, Unocal Corporation and Amgen, Inc.

Samuel H. Armacost has served on our Board of Directors since 1995. Since July 1998, Mr. Armacost has been Chairman of the Board of Directors of SRI International. From 1990 to 1998, he was a Managing Director of Weiss, Peck & Greer, LLC, an investment firm. He was a Managing Director of Merrill Lynch Capital Markets from 1987 to 1990, and was President, Chief Executive Officer and a director of BankAmerica Corporation from 1981 to 1986. Mr. Armacost is a member of the board of directors of Chevron Corporation and Exponent, Inc., a science and engineering consulting company. In addition, Mr. Armacost is on the board of directors of the James Irvine Foundation and the Advisory Board of the California Academy of Sciences, and he is a member of the International Advisory Group for Toshiba Corporation and The Business Council.

Charles A. Sanders, M.D., has served on our Board of Directors since 1997. He served as Chief Executive Officer of Glaxo Inc. from 1989 to 1994, and was Chairman of its board of directors from 1992 to 1995. He also served on the board of directors of Glaxo plc. Previously, he held a number of positions at Squibb Corporation, a multinational pharmaceutical corporation, including Vice Chairman, Chief Executive Officer of the Science and Technology Group and Chairman of the Science and Technology Committee of its board of directors. Dr. Sanders is a member of the board of directors of Genaera Corporation, a biopharmaceutical company, Vertex Pharmaceuticals Incorporated, Edgewater Technologies, an internet consulting company, Kendle International Inc., a contract research organization, Trimeris, Inc., a drug discovery company, Pharmacopeia Inc., a drug discovery company, Genentech, Inc., Cephalon, Inc., a pharmaceutical company, and Biopure Corporation, a pharmaceutical company.

Solomon H. Snyder, M.D., has served on our Board of Directors since 1992. Dr. Snyder is Director of the Department of Neuroscience and Distinguished Service Professor of Neuroscience, Pharmacology and Molecular Sciences and Psychiatry at The Johns Hopkins University, where he has been a faculty member since 1966. Dr. Snyder received the Albert Lasker Award for Basic Biomedical Research and Honorary Doctor of Science degrees from Northwestern University, Georgetown University, Ben Gurion University, Albany Medical College and the Technion University of Israel. Dr. Snyder received the Wolf Award in Medicine from the government of Israel for research relating to receptors. Dr. Snyder is a member of the National Academy of Sciences and a Fellow of the American Academy of Arts and Sciences, and of the American Philosophical Society. Dr. Snyder is also the author of numerous articles and several books. Dr. Snyder is a founder and a director of Guilford Pharmaceuticals Inc.

Burton E. Sobel, M.D., has served on our Board of Directors since 1996. Dr. Sobel is Physician-in-Chief, E.L. Amidon Professor and Chair of the Department of Medicine at The University of Vermont College of Medicine since 1994. From 1973 to 1994, Dr. Sobel was Professor of Medicine at Barnes Hospital, Washington University and Director of its Cardiovascular Division. Dr. Sobel has been a consultant to and served on scientific advisory boards of several pharmaceutical and biotechnology companies, served as a director of Squibb Corporation from 1986 to 1989 and is also a member of the Board of Directors of Fletcher Allen Healthcare. Dr. Sobel has been the recipient of numerous awards, including the American Heart Association s James B. Herrick Award and its Scientific Council s Distinguished Achievement Award, as well as the American College

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of Cardiology s Distinguished Scientist Award. Dr. Sobel has been the editor of *Circulation* and, since 1989, has served as editor of *Coronary Artery Disease*. His memberships and fellowships include the American College of Physicians, Royal Society of Medicine, American Heart Association, American College of Cardiology and Fellowship and Council membership in the American Association for the Advancement of Science.

Eugene L. Step has served on our Board of Directors since 1993. From 1956 until he retired in 1992, Mr. Step was employed by Eli Lilly and Company, most recently as Executive Vice President, President of the Pharmaceutical Division, where he was responsible for U.S. pharmaceutical operations and for the operations of Eli Lilly International. In addition, Mr. Step served on Eli Lilly s board of directors and Executive Committee. Mr. Step was Chairman of the Board of Directors of the Pharmaceutical Manufacturers Association and President of the International Federation of Pharmaceutical Manufacturers Associations. He is a member of the board of directors of Cell Genesys, Inc., a biopharmaceutical company, Guidant Corporation and Ceregen, Inc., a biopharmaceutical company.

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DESCRIPTION OF NOTES

We issued the notes under an indenture dated as of August 5, 2002 between Scios Inc. and Wells Fargo Bank, National Association, as trustee. The following summarizes some, but not all, of the provisions of the notes and the indenture. We urge you to read the indenture and the notes in their entirety because they, and not this description, define your rights as a holder of the notes. A copy of the form of indenture and the form of certificate evidencing the notes are exhibits to the registration statement of which this prospectus forms a part. As used in this section, the words we, us, our or Scios refer to Scios Inc. and its successors under the indenture and do not include any current or future subsidiary of Scios Inc.

General

The notes are unsecured (except to the extent described under Security) general obligations of Scios and are subordinate in right of payment as described under Subordination of the notes. However, payment from the money or the proceeds from the U.S. government securities pledged to Wells Fargo Bank, National Association, as collateral agent, as security for the notes and for the benefit of the trustee and the ratable benefit of the holders of the notes, as described under Security, is not subordinated to any senior indebtedness or subject to the subordination provisions described in this prospectus. The notes are convertible into common stock of Scios as described under Conversion of the notes. The notes are $150,000,000 aggregate principal amount. The notes may be issued only in denominations of $1,000 or in integral multiples of $1,000.

The notes bear interest at the annual rate of 5.50% from August 5, 2002, or from the most recent payment date to which interest has been paid or duly provided for. Interest is payable semi-annually in arrears on February 15 and August 15, commencing on February 15, 2003, to holders of record at the close of business on the preceding February 1 and August 1, respectively, except:

- that the interest payable upon redemption or repurchase, unless the date of redemption or repurchase is an interest payment date, will be payable to the person to whom principal is payable; and
- as set forth in the next succeeding paragraph.

In the case of any note, or portion of any note, that is converted into common stock of Scios during the period from, but excluding, a record date for any interest payment date to, but excluding, that interest payment date, either:

- if the note, or portion of the note, has been called for redemption on a redemption date that occurs during that period, or is to be repurchased on a repurchase date, as defined below, that occurs during that period, then Scios will not be required to pay interest on that interest payment date in respect of any note, or portion of any note, that is so redeemed or repurchased; or
- if otherwise, any note or portion of any note that is not called for redemption that is submitted for conversion during that period must be accompanied by funds equal to the interest payable on that interest payment date on the principal amount so converted.

See Conversion of the notes.

Interest will be paid, at Scios option, either:

- by check mailed to the address of the person entitled to the interest as it appears in the note register; provided that a holder of notes with an aggregate principal amount in excess of $2 million will, at the written election of the holder, be paid by wire transfer in immediately available funds; or
- by transfer to an account maintained by that person located in the United States.

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Payments to The Depository Trust Company, New York, New York, or DTC, will be made by wire transfer of immediately available funds to the account of DTC or its nominee. Interest will be computed on the basis of a 360-day year composed of twelve 30-day months.

The notes will mature on August 15, 2009 unless earlier converted, redeemed or repurchased as described below. The indenture does not contain any financial covenants or restrictions on the payment of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by Scios or any of its subsidiaries. The indenture contains no covenants or other provisions to protect holders of the notes in the event of a highly leveraged transaction or a change in control of Scios except to the extent described below under Repurchase at option of holders.

Conversion of the notes

Any registered holder of notes may, at any time prior to close of business on the business day prior to the date of repurchase, redemption or final maturity of the notes, as appropriate, convert the principal amount of any notes or portions thereof, in denominations of $1,000 or integral multiples of $1,000, into common stock of Scios, at the initial conversion price of $39.30, subject to adjustment as described below.

Except as described below, no payment or adjustment will be made on conversion of any notes for interest accrued thereon or for dividends on any common stock issued upon conversion. If any notes are converted between a record date and the next interest payment date, those notes must be accompanied by funds from the holder equal to the interest payable on the next interest payment date on the principal amount so converted. The foregoing sentence does not apply in the case of such notes or portions of such notes called for redemption or subject to repurchase following a change in control during that period. Scios is not required to issue fractional shares of common stock upon conversion of the notes and, instead, will pay a cash adjustment based upon the market price of common stock on the last trading day prior to the date of conversion. In the case of notes called for redemption or tendered for repurchase, conversion rights will expire at the close of business on the business day preceding the day fixed for redemption or repurchase unless Scios defaults in the payment of the redemption or repurchase price. A note that the holder has elected to be repurchased may be converted only if the holder withdraws its election to have its notes repurchased in accordance with the terms of the indenture.

The initial conversion price set forth on the cover page of this prospectus is subject to adjustment upon the following:

(1) the issuance of common stock of Scios as a dividend or distribution on the common stock;

(2) the issuance to all holders of common stock of rights or warrants entitling them for a period of not more than 60 days to subscribe for or purchase common stock at a price per share or a conversion price per share less than the current market price per share, provided that the conversion price will be readjusted to the extent that such rights or warrants are not exercised prior to their expiration;

(3) subdivisions and combinations of the common stock;

(4) the distribution to all holders of common stock of capital stock, other than common stock, or evidences of indebtedness of Scios or of assets, including securities, but excluding those rights, warrants, dividends and distributions referred to in (1) and (2) above or paid in cash;

(5) a dividend or distribution consisting exclusively of cash to all holders of common stock if the aggregate amount of these distributions combined together with (A) all other all-cash distributions made within the preceding 12 months in respect of which no adjustment has been made plus (B) any cash and the fair market value of other consideration payable in any tender offers by Scios or any of its subsidiaries for common stock concluded within the preceding 12 months in respect of which no adjustment has been made, exceeds 10% of Scios market capitalization on the business day immediately preceding the day on which we declare such distribution; or

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(6) the purchase of common stock pursuant to a tender offer made by Scios or any of its subsidiaries to the extent that the same involves an aggregate consideration that, together with (A) any cash and the fair market value of any other consideration payable in any other tender offers by Scios or any of its subsidiaries for common stock expiring within the 12 months preceding such tender offer in respect of which no adjustment has been made plus (B) the aggregate amount of any such all-cash distributions referred to in (5) above to all holders of common stock within the 12 months preceding the expiration of the tender offer for which no adjustment has been made, exceeds 10% of Scios market capitalization on the expiration date of such tender offer.

In the case of:

any reclassification or change of the common stock; or

a consolidation, merger or combination involving Scios; or

a sale or conveyance to another person of the property and assets of Scios as an entirety or substantially as an entirety;

in such case as a result of which holders of common stock would be entitled to receive stock, other securities, other property or assets, including cash, in respect of or in exchange for all shares of common stock, then the holders of the notes then outstanding will generally be entitled thereafter to convert the notes into the same type of consideration that they would have owned or been entitled to receive upon such event had the notes been converted into common stock immediately prior to that event, assuming that a holder of notes would not have exercised any rights of election as to the consideration receivable in connection with that transaction.

If Scios makes a taxable distribution to holders of common stock or in specified other circumstances requiring an adjustment to the conversion price, the holders of notes may, in some circumstances, be deemed to have received a distribution subject to U.S. income tax as a dividend. In some other circumstances, the absence of an adjustment to the conversion price may result in a taxable dividend to the holders of common stock. See Certain United States federal income tax consequences.

No adjustment in the conversion price will be required unless that adjustment would require an increase or decrease of at least 1% in the conversion price then in effect; however, any adjustment that would otherwise be required to be made will be carried forward and taken into account in any subsequent adjustment. Except as stated above, the conversion price will not be adjusted for the issuance of common stock or any securities convertible into or exchangeable for common stock or carrying the right to purchase any of the foregoing.

Scios may from time to time, to the extent permitted by law, reduce the conversion price by any amount for any period of at least 20 days, in which case Scios will give at least 15 days notice of the reduction. Scios may, at its option, make reductions in the conversion price, in addition to those described above, as Scios board of directors deems advisable to avoid or diminish any income tax to holders of common stock resulting from any dividend or distribution of stock, or rights to acquire stock, or from any event treated as dividends or distributions of, or rights to acquire, stock for income tax purposes.

Security

On August 5, 2002, we used approximately $24.0 million of existing funds to purchase U.S. government securities which were pledged to the collateral agent as security for the notes and for the benefit of the trustee and the ratable benefit of the holders of the notes (and not for the benefit of our other creditors). These securities, as held and invested by the collateral agent in accordance with the terms of the pledge agreement that we entered into with the trustee and the collateral agent, will be sufficient upon receipt of scheduled interest and principal payments of such securities to provide for payment in full of the first six scheduled interest payments on the notes when due.

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The U.S. government securities were pledged by us to the collateral agent for the benefit of the trustee and the ratable benefit of the holders of the notes and are being held by the collateral agent in a pledge account. Immediately prior to an interest payment date, the collateral agent will release from the pledge account proceeds sufficient to pay interest then due on the notes. We may also make additional payments to the collateral agent to ensure that sufficient funds are available to pay interest then due on the notes if necessary. A failure to pay interest on the notes when due through the first six scheduled interest payment dates will constitute an event of default (as defined below) under the indenture.

The pledged U.S. government securities and the pledge account also secure the repayment of the principal amount on the notes. If prior to the date on which the sixth scheduled interest payment on the notes is due:

an event of default under the notes or the indenture governing the notes occurs and is continuing; and

the trustee or the holders of 25% in aggregate principal amount of the notes accelerate the notes by declaring the principal amount of the notes to be immediately due and payable (by written consent, at a meeting of note holders or otherwise), except for the occurrence of an event of default relating to our bankruptcy, insolvency or reorganization or that of any of our significant subsidiaries, upon which the notes will be accelerated automatically, then the proceeds from the pledged U.S. government securities will be promptly released for payment to the note holders, subject to the automatic stay provisions of bankruptcy law, if applicable.

Distributions from the pledge account will be applied:

first, to any accrued and unpaid interest on the notes; and

second, to the extent available, to the repayment of a portion of the principal amount of the notes.

If any event of default is waived prior to the acceleration of the notes by the trustee or holders of the notes referred to above, the trustee and the holders of the notes will not be able to accelerate the notes as a result of that event of default.

For example, if the first two interest payments were made when due but the third interest payment was not made when due and the note holders promptly exercised their right to declare the principal amount of the notes to be immediately due and payable, then, assuming the automatic stay provisions of bankruptcy law are inapplicable and the proceeds of the pledged U.S. government securities are promptly distributed from the pledge account,

an amount equal to the interest payment due on the third interest payment plus any additional interest accrued on the missed third interest payment would be distributed from the pledge account as accrued interest; and

the balance of the proceeds of the pledge account would be distributed as a portion of the principal amount of the notes.

In addition, note holders would have an unsecured claim against us for the remainder of the principal amount of their notes.

Once we make the first six scheduled interest payments on the notes, all of the remaining pledged U.S. government securities and cash, if any, will be released to us from the pledge account and thereafter the notes will be unsecured.

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Optional redemption by Scios

The notes are not entitled to any sinking fund.

At any time on or after August 19, 2005, Scios may redeem the notes on at least 30 days and not more than 60 days notice as a whole or, from time to time, in part at the following prices, expressed as a percentage of the principal amount, together with accrued interest to, but excluding, the date fixed for redemption:

Period	Redemption Price
Beginning August 19, 2005 and ending on August 14, 2006	103.143%
Beginning August 15, 2006 and ending on August 14, 2007	102.357%
Beginning August 15, 2007 and ending on August 14, 2008	101.571%
Beginning August 15, 2008 and ending on August 14, 2009	100.786%

Any accrued interest becoming due on the date fixed for redemption will be payable to the holders of record on the relevant record date of the notes being redeemed.

If less than all of the outstanding notes are to be redeemed, the trustee will select the notes to be redeemed in principal amounts of $1,000 or integral multiples of $1,000 by lot, pro rata or by another method the trustee considers fair and appropriate. If a portion of a holder s notes is selected for partial redemption and that holder converts a portion of that holder s notes, the converted portion will be deemed to be of the portion selected for redemption.

Repurchase at option of holders

You will have the right, at your option, to require us to repurchase all or any portion of your notes on the date fixed by us not more than 60 days after the occurrence of a change in control (the repurchase date).

The repurchase price will be 100% of the principal amount of the notes submitted for repurchase, plus accrued and unpaid interest to, but excluding, the repurchase date. If a repurchase date is an interest payment date, then the interest payable on that date will be paid to the holder of record on the preceding record date.

At our option, instead of paying the repurchase price solely in cash, we may pay the repurchase price (to the extent not paid in cash) in shares of our common stock, valued at 95% of the average of the closing prices for the five trading days immediately preceding and including the third trading day preceding the repurchase date. The repurchase price may be paid in shares of our common stock only if the following conditions are satisfied:

- such shares have been registered under the Securities Act of 1933 or are freely transferable without such registration;
- the issuance of common stock does not require registration or qualification with or approval of any governmental authority under any state law or any other federal law, which registration or qualification or approval has not been made or obtained;
- such shares have been approved for quotation on the Nasdaq National Market or listing on a national securities exchange; and
- such shares will be issued out of our authorized but unissued common stock and upon issuance, will be duly and validly issued and fully paid and non-assessable and free of any preemptive rights.

A change in control will be considered to have occurred if one of the following events occurs:

- any person or group is or becomes the beneficial owner of more than 50% of the voting power of our outstanding securities entitled to generally vote for directors;

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we consolidate with or merge into any other person or any other person merges into Scios or we convey, transfer or lease all or substantially all of our assets to another person other than our subsidiaries and, as a result, our outstanding common stock is changed or exchanged for other assets or securities, unless our shareholders immediately before the transaction own, directly or indirectly, immediately following the transaction more than 50% of the combined voting power of the person resulting from the transaction or the transferee person; or

our liquidation or dissolution.

However, a change in control will not be deemed to have occurred if either:

the last sale price of our common stock for any five trading days within

the period of ten consecutive trading days immediately after the later of the change in control or the public announcement of the change in control, in the case of a change in control resulting solely from a change in control under the first and second bullet points above; or

the period of ten consecutive trading days immediately preceding the change in control, in the case of a change in control under the third bullet point above;

is at least equal to 105% of the conversion price in effect on such date; or

in the case of a merger or consolidation, all of the consideration excluding cash payments for fractional shares in the merger or consolidation constituting the change in control consists of common stock traded on a United States national securities exchange or quoted on the Nasdaq National Market (or which will be so traded or quoted when issued or exchanged in connection with such change in control) and as a result of such transaction or transactions the notes become convertible solely into such common stock.

We will be required to mail you a notice within 30 days after the occurrence of a change in control. The notice must describe, among other things, the change in control, your right to elect repurchase of the notes and the repurchase date. We must deliver a copy of the notice to the trustee. You may exercise your repurchase rights by delivering written notice to us and the trustee. The notice must be accompanied by the notes duly endorsed for transfer to Scios. You must deliver the exercise notice on or before the close of business on the third business day prior to the repurchase date.

We may arrange for a third party to make an offer to repurchase the notes upon a change in control in the manner and otherwise in compliance with the requirements set forth in the indenture applicable to the offer to repurchase the notes validly tendered and not withdrawn under the terms of the offer to repurchase the notes.

The interpretation of the phrase all or substantially all used in the definition of change in control would likely depend on the facts and circumstances existing at such time. As a result, there may be uncertainty as to whether or not a sale or transfer of all or substantially all assets has occurred. As a result, we cannot assure you how a court would interpret this phrase under applicable law if you elect to exercise your rights following the occurrence of a transaction which you believe constitutes a transfer of all or substantially all of our assets.

We may not have sufficient funds to repurchase the notes upon a change in control in cash. Future debt agreements may prohibit us from paying the repurchase price in cash. If we are prohibited from repurchasing the notes with cash, we could seek consent from our lenders to repurchase the notes. If we are unable to obtain their consent, we could attempt to refinance the notes or (if permitted) purchase the notes with common stock as set forth herein. If we were unable to obtain a consent or refinance or cannot or do not repurchase the notes with shares of our common stock and were unable to repurchase the notes upon a change in control, it would result in an event of default under the indenture. An event of default under the indenture could result in a further event of default under our other then-existing debt. In addition, the occurrence of a change in control may be an event of default under our other then-existing debt. As a result, we could be prohibited from paying amounts due on the notes under the subordination provisions of the indenture. Although we do not presently have any other

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indebtedness that has similar features, we are not prohibited from incurring such indebtedness in the future. Any such additional indebtedness would exacerbate the risks described above.

The change in control feature may not necessarily afford you protection in the event of a highly leveraged transaction, a change in control or similar transactions involving Scios. We could, in the future, enter into transactions, including recapitalizations, that would not constitute a change in control but that would increase the amount of our senior indebtedness or other indebtedness.

We are not prohibited from incurring senior indebtedness or other indebtedness by the indenture. If we incur significant amounts of additional debt, this could have an adverse effect on our ability to make payments on the notes. In addition, our management could undertake leveraged transactions that could constitute a change in control. The board of directors does not have the right under the indenture to limit or waive the repurchase right in the event of these types of leveraged transactions.

The requirement to repurchase notes upon a change in control could delay, defer or prevent a change of control. As a result, the repurchase right may discourage:

a merger, consolidation or tender offer;

the assumption of control by a holder of a large block of our shares; and

the removal of incumbent management.

The repurchase feature was a result of negotiations between Scios and the initial purchasers. The repurchase feature is not the result of any specific effort to accumulate shares of common stock or to obtain control of Scios by means of a merger, tender offer or solicitation, or part of a plan by Scios to adopt a series of anti-takeover provisions. We have no present intention to engage in a transaction involving a change of control, although it is possible that we may decide to do so in the future.

The Securities Exchange Act of 1934, as amended, and the rules thereunder require the distribution of specific types of information to security holders in the event of issuer tender offers. These rules may apply in the event of a repurchase. We will comply with these rules to the extent applicable.

Subordination of the notes

The indebtedness evidenced by the notes (other than with respect to payments on the notes derived from U.S. government securities pledged by us to the collateral agent for the benefit of the trustee and the ratable benefit of the holders of the notes (hereafter referred to as permitted payments)) is subordinated to the extent provided in the indenture to the prior payment in full, in cash or other payment satisfactory to holders of senior indebtedness, of all of our existing and future senior indebtedness. Upon any distribution of our assets upon any dissolution, winding-up, liquidation or reorganization, or in bankruptcy, insolvency, receivership or similar proceedings, payment of the principal of, premium, if any, interest and all other obligations in respect of the notes, including by way of redemption, acquisition or other purchase thereof, on the notes, except for permitted payments and payments we may choose to make comprised solely in permitted junior securities acceptable to the holders, is subordinated in right of payment to the prior payment in full, in cash or other payment satisfactory to holders of senior indebtedness, of all of our existing and future senior indebtedness. In addition, the notes are effectively subordinated to any indebtedness and other liabilities, including trade payables and lease obligations and preferred stock, of our subsidiaries.

In the event of any acceleration of the notes because of an event of default, the holders of any senior indebtedness then outstanding would be entitled to payment in full, in cash or other payment satisfactory to holders of senior indebtedness, of all obligations in respect to such senior indebtedness before the holders of notes are entitled to receive any payment or other distribution, except for permitted payments and payments we

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choose to make comprised solely in permitted securities acceptable to the holders. We will be required to promptly notify holders of senior indebtedness if payment of the notes is accelerated because of an event of default.

We also may not make any payment upon or redemption of or purchase or otherwise acquire the notes, except for permitted payments and payments we may choose to make comprised solely in permitted junior securities acceptable to the holders, if:

a default in the payment of principal, premium, if any, interest or other obligations in respect of designated senior indebtedness occurs and is continuing beyond any applicable period of grace (a payment default); or

any other default occurs and is continuing with respect to designated senior indebtedness that permits holders of the designated senior indebtedness to which such default relates to accelerate its maturity and the trustee receives a notice of such default, which we refer to as a payment blockage notice, from us or any other person permitted to give this notice under the indenture.

Unless the holders of any senior indebtedness have accelerated its maturity, we may and shall resume making such payments on the notes:

in the case of a payment default, when the default is cured or waived or ceases to exist; and

in the case of a nonpayment default, the earlier of when such nonpayment default is cured or waived or ceases to exist or 179 days after receipt of the payment blockage notice.

No new period of payment blockage may be commenced pursuant to a payment blockage notice unless and until 360 days have elapsed since the initial effectiveness of the prior payment blockage notice.

No default that existed or was continuing on the date of delivery of any payment blockage notice to the trustee shall be the basis for a subsequent payment blockage notice, unless the default has been cured or waived for a period of not less than 90 consecutive days.

In the event of our bankruptcy, dissolution or reorganization, holders of senior indebtedness may receive more, ratably, and holders of the notes may receive less, ratably, than our other creditors. Such subordination will not prevent the occurrence of any event of default under the indenture.

The notes are exclusively our obligations. While we currently have no subsidiaries with significant operations, all or a portion of our operations in the future may be conducted through subsidiaries. Any subsidiaries of ours would be separate and distinct legal entities. None of our subsidiaries would have any obligation to pay any amounts due on the notes or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. In addition, any payment of dividends, distributions, loans or advances by our subsidiaries to us could be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon our subsidiaries earnings and business consideration. There can be no assurance that we will receive adequate funds from our subsidiaries to pay interest due on the notes or to repay the notes when redeemed or upon maturity. Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of that subsidiary s creditors, including trade creditors. In addition, even if we were a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us.

As of September 30, 2002, we had approximately $28.3 million of indebtedness that constituted senior indebtedness, no indebtedness that ranked equal in right of payment to the notes and no indebtedness at our subsidiaries that would have been structurally senior to the notes.

Neither we nor our subsidiaries are limited in or prohibited from incurring senior indebtedness or any other indebtedness or liabilities under the indenture.

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Certain definitions

designated senior indebtedness means any particular senior indebtedness in which the instrument creating or evidencing the senior indebtedness or the assumption of guarantee thereof (or related documents or agreements to which we are a party) expressly provides that such indebtedness shall be designated senior indebtedness (provided that such instrument may place limitations and conditions on the right of such senior indebtedness to exercise the rights of designated senior indebtedness).

indebtedness means:

(1) all of our indebtedness, obligations and other liabilities, contingent or otherwise, for borrowed money, including obligations:

in respect of overdrafts, foreign exchange contracts, currency exchange agreements, interest rate protection agreements and any loans or advances from banks, whether or not evidenced by notes or similar instruments; or

evidenced by bonds, debentures, notes or similar instruments, whether or not the recourse of the lender is to all of our assets or to only a portion thereof, other than any account payable or other accrued current liability or obligation incurred in the ordinary course of business in connection with the obtaining of materials or services;

(2) all of our reimbursement obligations and other liabilities, contingent or otherwise, with respect to letters of credit, bank guarantees or bankers acceptances;

(3) all of our obligations and liabilities, contingent or otherwise, in respect of leases required, in conformity with generally accepted accounting principles, to be accounted for as capitalized lease obligations on our balance sheet or under other leases for facilities equipment or related assets, whether or not capitalized, entered into or leased for financing purposes, as determined by us;

(4) all of our obligations and other liabilities, contingent or otherwise, under any lease or related document, including a purchase agreement, in connection with the lease of real property or improvements thereon (or any personal property included as part of any such lease) which provides that we are contractually obligated to purchase or cause a third party to purchase the leased property and thereby guarantee a residual value of leased property to the lessor and all of our obligations under such lease or related documents to purchase the leased property (whether or not such lease transaction is characterized as an operating lease or a capitalized lease in accordance with generally accepted accounting principles);

(5) all of our obligations, contingent or otherwise, with respect to an interest rate, currency or other swap, cap, floor or collar agreement, hedge agreement, forward contract, or other similar instrument or agreement or foreign currency hedge, exchange, purchase or similar instrument or agreement;

(6) all of our direct or indirect guarantees or similar agreements to purchase or otherwise acquire or otherwise assure a creditor against loss in respect of indebtedness, obligations or liabilities of another person of the kind described in clauses (1) through (5) above;

(7) any indebtedness or other obligations described in clauses (1) through (6) above secured by any mortgage, pledge, lien or other encumbrance existing on property which is owned or held by us, regardless of whether the indebtedness or other obligation secured thereby has been assumed by us; and

(8) any and all deferrals, renewals, extensions and refundings of, or amendments, modifications or supplements to, any indebtedness, obligation or liability of the kind described in clauses (1) through (7) above.

permitted junior securities means (a) shares of stock of any class of Scios or (b) securities of Scios that are subordinated in right in payment to all senior indebtedness that may be outstanding at the time of issuance or delivery of such securities to substantially the same extent as, or greater extent than, the notes are so subordinated pursuant to the terms of the indenture.

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senior indebtedness means all obligations with respect to indebtedness of Scios whether outstanding on the date of the indenture or thereafter created, incurred, assumed, guaranteed, or in effect guaranteed, by Scios, including, without limitation, all deferrals, renewals, extensions or refundings of, or amendments, modifications or supplements to, the foregoing, unless in the case of any particular indebtedness the instrument creating or evidencing the same or the assumption or guarantee thereof expressly provides that such indebtedness shall not be senior in right of payment to the notes or expressly provides that such indebtedness ranks equally in right of payment or junior to the notes. Senior indebtedness does not include the indebtedness evidenced by the notes, any indebtedness of Scios to any subsidiary of Scios, any obligation for federal, state or local or other taxes or any trade or accounts payable arising in the ordinary course of business.

We are obligated to pay compensation to the trustee and to indemnify the trustee against certain losses, liabilities or expenses incurred by it in connection with its duties relating to the notes. The trustee s claims for such payments will generally be senior to those of the holders of the notes in respect to all funds collected and held by the trustee.

Defeasance

The notes will not be subject to defeasance.

Exchange and transfer

Notes may be transferred or exchanged at the office of the security registrar in accordance with the indenture. We will not impose a service charge for any transfer or exchange, but we may require holders to pay any tax or other governmental charges associated with any transfer or exchange. In the event of any potential redemption of the notes, we will not be required to:

- issue, authenticate or register the transfer of or exchange any note during a period beginning at the opening of business 10 business days before the mailing of a notice of redemption and ending at the close of business on the day of the mailing; or
- register the transfer of or exchange any note selected for redemption, in whole or in part, except the unredeemed portion of notes being redeemed in part.

We have initially appointed the trustee as the security registrar, paying agent and conversion agent. We may designate additional registrars, paying or conversion agents or change registrars, paying or conversion agents. However, we will be required to maintain a paying agent in the place of payment for the notes.

Consolidation, merger and sale of assets

We may not consolidate with or merge into any other person, in a transaction in which we are not the surviving corporation, or convey, transfer or lease our properties and assets substantially as an entirety to, any person, unless:

- the successor, if any, is a corporation organized under the laws of the United States or any state thereof or the District of Columbia;
- the successor assumes our obligations under the notes and the indenture;
- immediately after giving effect to the transaction, no default or event of default shall have occurred and be continuing; and
- certain other conditions are met as set forth in the indenture.

The foregoing shall not prohibit any of our subsidiaries from merging with or into Scios or a merger effected solely for the purposes of reincorporating Scios in another jurisdiction.

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Under any consolidation, merger or any conveyance, transfer or lease of our properties and assets described in the preceding paragraph, the successor company will be our successor and shall succeed to, and be substituted for, and may exercise every right and power of, Scios under the indenture. Except in the case of a lease, if the predecessor is still in existence after the transaction, it will be released from its obligations and covenants under the indenture and the notes.

Events of default

The indenture defines an event of default with respect to the notes as one or more of the following events:

(1) our failure to pay principal of or any premium on the notes when due (whether or not prohibited by the subordination provisions of the indenture);

(2) our failure to pay any interest on the notes when due, if such failure continues for 30 days (whether or not prohibited by the subordination provisions of the indenture); provided that a failure to make any of the first six scheduled interest payments on the notes within three business days after the applicable interest payment dates will constitute an event of default with no additional grace or cure period;

(3) our failure to perform any other covenant in the indenture, if such failure continues for 60 days after the notice required in the indenture;

(4) any indebtedness for money borrowed by us or one of our significant subsidiaries in an outstanding principal amount in excess of $20 million is not paid at final maturity or upon acceleration and such indebtedness is not discharged, or such default on payment or acceleration is not cured, waived or rescinded within 30 days after written notice as provided in the indenture;

(5) certain events in our bankruptcy, insolvency or reorganization or that of any of our significant subsidiaries; and

(6) the pledge agreement, as such agreement may be amended, restated, supplemented or otherwise modified from time to time, shall cease to be in full force and effect or enforceable in accordance with its terms.

If an event of default, other than an event of default described in clause (5) above, occurs and continues, either the trustee or the holders of at least 25% in aggregate principal amount of the outstanding notes may declare the principal amount including any accrued and unpaid interest on the notes to be due and payable. If an event of default described in clause (5) above occurs, the principal amount of all the notes will automatically become immediately due and payable. Any payment by us on the notes following any acceleration will be subject to the subordination provisions described above under Subordination of the notes.

After acceleration but before a judgment or decree of the money due in respect of the notes has been obtained, the holders of a majority in aggregate principal amount of the outstanding notes may rescind such acceleration and its consequences if all events of default, other than the nonpayment of accelerated principal, or other specified amount, have been cured or waived.

Other than the duty to act with the required care during an event of default, the trustee will not be obligated to exercise any of its rights or powers at the request of the holders unless the holders offer the trustee reasonable indemnity. Generally, the holders of a majority in aggregate principal amount of the notes will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee or exercising any trust or power conferred on the trustee.

A holder will have the right to begin a proceeding under the indenture, or for the appointment of a receiver or a trustee, or for any other remedy under the indenture only if:

(1) the holder gives to the trustee written notice of a continuing event of default;

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(2) holders of at least 25% in aggregate principal amount of notes then outstanding made a written request to the trustee to pursue the remedy;

(3) such holder or holders offer to the trustee indemnity reasonably satisfactory to the trustee against any loss, liability or expense;

(4) the trustee does not comply with the request within 60 days after receipt of the request and the offer of indemnity; and

(5) during such 60-day period the holders of a majority in aggregate principal amount of the notes then outstanding do not give the trustee a direction inconsistent with the request.

Holders may, however, sue to enforce the payment of principal, premium or interest on or after the due date or their right to convert without following the procedures listed in (1) through (5) above.

We will furnish the trustee an annual statement by our officers as to whether or not, to the officer s knowledge, we are in default in the performance of the indenture and, if so, specifying all known defaults.

Modification and waiver

We may make modifications and amendments to the indenture with the consent of the holders of a majority in aggregate principal amount of the outstanding notes affected by the modification or amendment. However, we may not make any modification or amendment without the consent of the holder of each outstanding note affected by the modification or amendment if such modification or amendment would:

change the stated maturity or the maturity date of the notes;

reduce the principal, premium, if any, or interest on the notes;

change the place of payment from New York, New York or the currency in which the notes are payable;

impair the right to sue for any payment after the stated maturity, the maturity date or redemption date;

modify the subordination provisions in an adverse manner to the holders;

adversely affect the right to convert the notes other than as provided in or under the indenture;

change the provisions in the indenture that relate to modifying or amending the indenture; or

reduce the percentage in principal amount of the outstanding notes necessary for waiver of compliance with certain provisions of the indenture or for waiver of certain defaults.

Without the consent of the holders of the notes, we and the trustee may enter into one or more supplemental indentures for any of the following purposes:

to cure any ambiguity, omission, defect or inconsistency;

to provide for uncertificated notes in addition to or in place of certificated notes;

to provide for the assumption of our obligations to holders of the notes in the case of a merger or consolidation or sale of all or substantially all of our assets;

to reduce the conversion price;

to make any change that would provide any additional rights or benefits to the holder of the notes or that does not adversely affect the legal rights under the indenture of any such holder; or

to comply with the requirements of the SEC in order to maintain the qualification of the indenture under the Trust Indenture Act or 1939, as amended.

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Holders of a majority in aggregate principal amount of the outstanding notes may waive, on behalf of the holders of all of the notes, compliance by us with respect to certain restrictive provisions of the indenture.

Generally, the holders of not less than a majority of the aggregate principal amount of the outstanding notes may, on behalf of all holders of the notes, waive any past default or event of default unless:

- we fail to pay principal, premium or interest on any note when due;
- we fail to convert any note into common stock; or
- we fail to comply with any of the provisions of the indenture that would require the consent of the holder of each outstanding note affected.

An amendment may not effect any change that adversely affects the rights of any holder of senior indebtedness then outstanding under the subordination provisions unless such holder of senior indebtedness, or a representative for such holder, consents to such change.

Any notes held by us or by any persons directly or indirectly controlling or controlled by or under direct or indirect common control with us shall be disregarded (from both the numerator and denominator) for purposes of determining whether the holders of a majority in principal amount of the outstanding notes have consented to a modification, amendment or waiver of the terms of the indenture.

Notices

Notices to holders will be given by mail to the addresses of the holders in the security register.

Governing law

The indenture and the notes are governed by, and construed under, the law of the State of New York, without regard to conflicts of laws principles.

Regarding the trustee

Wells Fargo Bank, National Association has agreed to serve as the trustee under the indenture. The trustee will be permitted to deal with us and any affiliate of ours with the same rights as if it were not trustee. However, under the Trust Indenture Act of 1939, as amended, if the trustee acquires any conflicting interest and there exists a default with respect to the notes, the trustee must eliminate such conflicts or resign.

The holders of a majority in principal amount of all outstanding notes will have the right to direct the time, method and place of conducting any proceeding for exercising any remedy or power available to the trustee. However, any such direction may not conflict with any law or the indenture, may not be unduly prejudicial to the rights of another holder or the trustee and may not involve the trustee in personal liability.

Book-entry system

We initially issued the notes in the form of a global security. Upon the issuance of a global security, DTC (referred to as the depository) or its nominee credited the accounts of persons holding through it with the respective principal amounts of the notes represented by such global security. Such accounts are designated by the initial purchasers with respect to notes placed by the initial purchasers for us. Ownership of beneficial interests in a global security is limited to persons that have accounts with the depository (participants) or persons that hold interests through participants. Ownership of beneficial interests by participants in a global security is shown on, and the transfer of that ownership interest will be effected only through, records maintained by the depository for such global security. Ownership of beneficial interests in such global security held through

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participants is shown on, and the transfer of that ownership interests through such participant will be effected only through, records maintained by such participant. The foregoing may impair the ability to transfer beneficial interests in a global security.

We will make payment of principal, premium, if any, and interest on notes represented by any such global security to the paying agent for the benefit of the depository or its nominee, as the case may be, as the sole holder of the notes represented thereby for all purposes under the indenture. None of Scios, the trustee, any agent of Scios, or the trustee or the initial purchasers have any responsibility or liability for any aspect of the depository s records relating to or payments made on account of beneficial ownership interests in the global security representing any notes or for maintaining, supervising or reviewing any of the depository s records relating to such beneficial ownership interests. We have been advised by the depository that, upon receipt of any payment of principal, premium, if any, or interest on any global security, the depository will immediately credit, on its book-entry registration and transfer system, the accounts of participants with payments in amounts proportionate to their respective beneficial interests in the principal amount of such global security as shown on the records of the depository. Payments by participants to owners of beneficial interests in a global security held through such participants will be governed by standing instructions and customary practices as is now the case with securities held for customer accounts registered in street name, and will be the sole responsibility of such participants.

A global security may not be transferred except as a whole by the depository for such global security to a nominee of such depository or by a nominee of such depository to such depository or another nominee of such depository or by such depository or any such nominee to a successor of such depository or a nominee of such successor. If (i) the depository notifies us that it is at any time unwilling or unable to continue as depository and a successor depository is not appointed by us or the depository within 90 days, or (ii) an event of default has occurred and is continuing and the registrar has received a written request from the depository to issue physical securities, we will issue notes in definitive form in exchange for the global security. In either instance, an owner of a beneficial interest in the global security will be entitled to have notes equal in principal amount to such beneficial interest registered in its name and will be entitled to physical delivery of such notes in definitive form. Notes so issued in definitive form will be issued in denominations of $1,000 and integral multiples thereof and will be issued in registered form only, without coupons. We will pay principal, premium, if any, and interest on the notes and the notes may be presented for registration of transfer or exchange, at the offices of the trustee.

So long as the depository for a global security, or its nominee, is the registered owner of such global security, such depository or such nominee, as the case may be, will be considered the sole holder of the notes represented by such global security for the purposes of receiving payment on the notes, receiving notices and for all other purposes under the indenture and the notes. Beneficial interests in notes will be evidenced only by, and transfers thereof will be effected only through, records maintained by the depository and its participants. The depository has nominated Cede & Co. as its nominee. Except as provided above, owners of beneficial interests in a global security will not be entitled to have the notes represented by the global security registered in their name, will not be entitled to receive physical delivery of certificated notes and will not be considered the holders thereof for any purposes under the indenture. Accordingly any such person owning a beneficial interest in such a global security must rely on the procedures of the depository, and, if any such person is not a participant, on the procedures of the participant through which such person owns its interest, to exercise any rights of a holder under the indenture. The indenture provides that the depository may grant proxies and otherwise authorize participants to give or take any request, demand, authorization, direction, notice, consent, waiver or other action which a holder is entitled to give or take under the indenture. We understand that under existing industry practices, in the event that a holder of the notes requests any action or that an owner of a beneficial interest in such a global security desires to give or take any action which a holder is entitled to give or take under the indenture, the depository would authorize the participants holding the relevant beneficial interest to give or take such action and such participants would authorize beneficial owners owning through such participants to give or take such action or would otherwise act upon the instructions of beneficial owners owning through them.

The depository has advised us that the depository is a limited-purpose trust company organized under the laws of the State of New York, a member of the Federal Reserve System, a clearing corporation within the

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meaning of the New York Uniform Commercial Code, and a clearing agency registered under the Exchange Act. The depository was created to hold the securities of its participants and to facilitate the clearance and settlement of securities transactions among its participants in such securities through electronic book-entry changes in accounts of the participants, thereby eliminating the need for physical movement of securities certificates. The depository s participants include securities brokers and dealers (including the initial purchasers), banks, trust companies, clearing corporations and certain other organizations, some of whom (and/or their representatives) own the depository. Access to the depository s book-entry system is also available to others, such as banks, brokers, dealers and trust companies, that clear through or maintain a custodial relationship with a participant, either directly or indirectly.

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DESCRIPTION OF CAPITAL STOCK

Our authorized capital stock consists of 150,000,000 shares of common stock, $.001 par value, and 20,000,000 shares of preferred stock, $.001 par value, of which 21,053 shares are designated Series A preferred stock, $.001 par value, and 50,000 shares are designated Series B preferred stock, $.001 par value.

Common stock

As of September 30, 2002, there were 46,460,327 shares of common stock outstanding. Subject to preferences that may be applicable to any outstanding preferred stock, holders of common stock are entitled to receive ratably any dividends that may be declared by the board of directors out of funds legally available therefor. Each holder of common stock is entitled to one vote for each share held of record in the election of directors and on all other matters submitted to the vote of stockholders. In the event of our liquidation, dissolution or winding up, holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preference of any outstanding preferred stock. Holders of common stock have no preemptive rights and have no rights to convert their common stock into any other securities and there are no redemption provisions with respect to such shares. The transfer agent and registrar for our common stock is Equiserve Investor Relations.

Preferred stock

We may issue preferred stock from time to time in one or more series. Our board of directors has the authority to fix the designation, powers, preferences, rights, qualifications, limitations and restrictions of any series of undesignated preferred stock and to increase or decrease the number of shares of a series, but not below the number of shares of any series then outstanding, without any further vote or action by our stockholders.

As of September 30, 2002, there were no shares of Series A preferred stock outstanding and 4,991 shares of Series B preferred stock outstanding. In 2000, we paid down the Genentech loan by $7.6 million which consisted of a cash payment of $2.6 million and 4,991 shares of Series B preferred stock. Each share of Series B preferred stock is convertible at the option of the holder thereof into 100 shares of common stock and will not have voting rights (except as required under the Delaware General Corporation Law) until converted into shares of our common stock. In addition, the holders of the Series B preferred stock are entitled to receive dividends payable on each share of common stock into which such shares could then be converted, when and if declared by our Board of Directors. In the event of any liquidation, dissolution or winding up of Scios, after payment of debts and other liabilities, the holders of the Series B preferred stock (on an as converted basis) and the holders of the common stock will share ratably in the remaining assets of Scios.

Warrants

As of September 30, 2002, we had outstanding warrants to purchase an aggregate of 700,000 shares of our common stock. All of these warrants are held by PharmaBio and have an exercise price of $20.00 per share. The warrants are exercisable in seven installments during the period of December 2001 through May 2003. Subject to certain conditions, PharmaBio may include the shares it acquires upon exercise of the warrant in future registration statements filed by us and may require us to file up to two registration statements to register those shares at PharmaBio s expense.

Certain anti-takeover effects of our certificate of incorporation, bylaws and Delaware law

Certificate of incorporation and bylaws

Our certificate of incorporation provides that our board of directors may issue, without stockholder action, up to 20,000,000 shares of preferred stock with voting or other rights. Our certificate of incorporation also provides that our stockholders do not have cumulative voting rights, and, therefore, stockholders representing a

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majority of the shares of common stock outstanding are able to elect all of our directors. Our bylaws provide that a special meeting of stockholders may be called only by our board of directors, the Chairman of our board of directors, our president or by one or more stockholders holding at least 10% of the shares entitled to vote at the meeting. Our stockholders may not take action by written consent.

Our certificate of incorporation provides that certain business combinations and transactions involving us and a holder of 15% or more of our outstanding common stock, which we refer to in our certificate of incorporation as a related person, must be approved by the holders of at least 66 2/3% of the outstanding shares of our common stock, unless:

- a majority of our directors who are not affiliated with the related person and who became directors prior to the time that the related person became a related person, approve the transaction, or
- certain minimum price criteria and procedural safeguards are satisfied.

If the 66 2/3% vote requirement does not apply to a given transaction, then the vote otherwise required by Delaware law would apply. Delaware law requires, except as provided in Section 203 (see below), the favorable vote of a majority of the outstanding shares of voting stock of a corporation to adopt a merger or consolidation, for the sale, lease or exchange of all or substantially all of the assets of the corporation, or for a reclassification, recapitalization, reorganization or similar transaction.

Our bylaws establish an advance notice procedure for stockholder proposals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to the board. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the board or by a stockholder who was a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has given to our secretary timely written notice, in proper form, of such stockholder s intention to bring that business before the meeting. Although our bylaws do not give the board the power to approve or disapprove stockholder nominations of candidates or proposals regarding other business to be conducted at a special or annual meeting, the bylaws may have the effect of precluding the conduct of business at a meeting if the proper procedures are not followed or may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of us.

Delaware law

We are subject to Section 203 of the Delaware General Corporation Law, which, subject to certain exceptions, prohibits us from engaging in any business combination with an interested stockholder for a period of three years following the date that such stockholder became an interested stockholder, unless:

- our board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder prior to the date that the stockholder became an interested stockholder;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned (i) by persons who are directors and also officers and (ii) by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or subsequent to such time, the business combination is approved by our board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least two-thirds of our outstanding voting stock that is not owned by the interested stockholder.

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In general, Section 203 defines a business combination to include:

any merger or consolidation of Scios or of any of our direct or indirect majority-owned subsidiaries with the interested stockholder or with any corporation, partnership, unincorporated association or other entity if the merger or consolidation is caused by the interested stockholder and, as a result of the merger or consolidation, the prohibitions above do not apply to the surviving entity;

any sale, lease, exchange, mortgage, transfer, pledge or other disposition of 10% or more of our assets or of any of our direct or indirect majority-owned subsidiaries involving the interested stockholder;

subject to certain exceptions, any transaction that results in the issuance or transfer by us or by any of our direct or indirect majority-owned subsidiaries of our stock or the stock of any of our direct or indirect majority-owned subsidiaries to the interested stockholder;

any transaction involving Scios or any of our direct or indirect majority-owned subsidiaries that has the effect of, directly or indirectly, increasing the proportionate share of the stock of any class or series or securities convertible into the stock of any class or series of Scios beneficially owned by the interested stockholder; or

the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through Scios or any of our direct or indirect majority-owned subsidiaries.

In general, Section 203 defines an interested stockholder as an entity or person, individually or with or through any of its affiliates or associates, beneficially owning 15% or more of the outstanding voting stock of a corporation at any time within the three-year period immediately prior to the date on which it is sought to be determined whether that person is an interested stockholder and any entity or person affiliated with, or controlling or controlled by, such entity or person.

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SELLING SECURITYHOLDERS

The notes were originally issued by Scios and sold by the initial purchasers of the notes in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchasers to be qualified institutional buyers in reliance on Rule 144A under the Securities Act. Selling securityholders, including their transferees, pledges or donees or their successors, may from time to time offer and sell pursuant to this prospectus any or all of the notes and shares of common stock into which the notes are convertible.

The following table sets forth information as of November 12, 2002, with respect to the selling securityholders and the principal amounts of notes beneficially owned by each selling securityholder that may be offered pursuant to this prospectus. The information is based on information provided by or on behalf of the selling securityholders. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, we cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. The percentage of notes outstanding beneficially owned by each selling securityholder is based on $150,000,000 aggregate principal amount of notes outstanding. The number of shares of common stock owned prior to the offering includes shares of common stock into which the notes are convertible. The number of shares of common stock offered hereby is based on the current conversion price of $39.30 per share of common stock and a cash payment in lieu of any fractional shares.

Name	Principal Amount of Notes Beneficially Owned and Offered Hereby(1)	Percentage of Outstanding Notes Beneficially Owned Prior to Offering	Shares of Common Stock Issuable upon Conversion of the Notes and Available for Resale Hereby(1),(2)	Shares of Common Stock Beneficially Owned Prior to the Offering(3)	Percentage of Outstanding Common Stock Beneficially Owned Prior to the Offering(4)	Principal Amount of Notes Beneficially Owned After Completion of the Offering(5)	Shares of Common Stock Beneficially Owned After Completion of the Offering(5)
AG Convertible Advantage, L.P.	$ 165,783	*	4,218	4,218	*		
AIG DKR SoundShore Opportunity Holding Fund Ltd.	2,000,000	1.33%	50,890	50,890	*		
Akela Capital Master Fund, Ltd.	3,000,000	2.00%	76,335	76,335	*		
Alexandra Global Investment Fund 1, Ltd.	18,000,000	12.00%	458,015	458,015	*		
Alpha U.S. Sub Fund VIII, LLC	700,000	*	17,811	17,811	*		
American Masters Fund A6 Absolute Return Series Ltd.	525,000	*	13,358	13,358	*		
Anvers Healthcare International Ltd.	500,000	*	12,722	29,822	*		17,100
Anvers Healthcare Investors LP	300,000	*	7,633	36,833	*		29,200
Arbitex Master Fund L.P.	7,000,000	4.67%	178,117	178,117	*		
Aristeia International Limited	5,240,000	3.49%	133,333	133,333	*		
Aristeia Trading LLC	1,510,000	1.01%	38,422	38,422	*		
Arkansas Teachers Retirement	1,820,000	1.21%	46,310	46,310	*		
Associated Electric & Gas Insurance Services Limited	200,000	*	5,089	5,089	*		
Baptist Health Systems of South Florida	333,000	*	8,473	8,473	*		
B.G.I. Global Investors c/o Forest Investment Management L.L.C.	118,000	*	3,002	3,002	*		
CALAMOS Market Neutral Fund CALAMOS Investment Trust	12,200,000	8.13%	310,432	310,432	*		
CIBC World Markets (International) Arbitrage Corp.	2,000,000	1.33%	50,890	50,890	*		
Cobra Fund U.S.A. L.P.	45,000	*	1,145	1,145	*		

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby(1)	Percentage of Outstanding Notes Beneficially Owned Prior to Offering	Shares of Common Stock Issuable upon Conversion of the Notes and Available for Resale Hereby(1),(2)	Shares of Common Stock Beneficially Owned Prior to the Offering(3)	Percentage of Outstanding Common Stock Beneficially Owned Prior to the Offering(4)	Principal Amount of Notes Beneficially Owned After Completion of the Offering(5)	Shares of Common Stock Beneficially Owned After Completion of the Offering(5)
Cobra Master Fund Ltd.	455,000	*	11,577	11,577	*		
Consulting Group Capital Markets Funds	1,200,000	*	30,534	30,534	*		
Deephaven Domestic Convertible Trading Ltd.	3,500,000	2.33%	89,058	89,058	*		
Deutsche Bank AG-London	5,500,000	3.67%	139,949	139,949	*		
Deutsche Bank Securities Inc.	8,000,000	5.33%	203,562	203,562	*		
Donatello, Ltd.	160,000	*	4,071	4,071	*		
Drake Offshore Master Fund, Ltd.	3,000,000	2.00%	76,335	76,335	*		
Engineers Joint Pension Fund	175,000	*	4,452	4,452	*		
Forest Fulcrum Fund L.L.P.	402,000	*	10,229	10,229	*		
Forest Global Convertible Fund Series A-5	1,694,000	1.13%	43,104	43,104	*		
Grace Brothers Management LLC	1,222,000	*	31,094	31,094	*		
HFR CA Select Fund	400,000	*	10,178	10,178	*		
JMG Capital Partners, LP	1,000,000	*	25,445	25,445	*		
JMG Triton Offshore Fund, Ltd.	1,000,000	*	25,445	25,445	*		
JP Morgan Securities Inc.(6)	6,318,000	4.21%	160,763	423,377	*		262,614
KBC Convertible Opportunities Fund	18,450,000	12.30%	469,465	469,465	1.00%		
KBC Financial Products USA Inc.	1,600,000	1.07%	40,712	40,712	*		
LDG Limited	500,000	*	12,722	12,722	*		
Lehman Brothers Inc.(6)	3,000,000	2.00%	76,335	76,335	*		
LLT Limited	115,000	*	2,926	2,926	*		
Lumbermans Mutual Casualty Company	260,000	*	6,615	6,615	*		
Michaelangelo, L.P.	339,217	*	8,631	8,631	*		
NACM Convertible MF	554,000	*	14,096	14,096	*		
Peoples Benefit Life Insurance Company	1,000,000	*	25,445	25,445	*		
Physicians Life	95,000	*	2,417	2,417	*		
Pioneer Mid Cap Growth Fund	3,000,000	2.00%	76,335	76,335	*		
Raphael II, Ltd.	810,000	*	20,610	20,610	*		
RBC Alternative Assets LP c/o Forest Investment Management L.L.C.	76,000	*	1,933	1,933	*		
Relay 11 Holdings c/o Forest Investment Management L.L.C.	59,000	*	1,501	1,501	*		
Salomon Brothers Asset Management, Inc.	16,500,000	11.00%	419,847	419,847	*		
San Diego City Retirement	565,000	*	14,376	14,376	*		
San Diego County Convertible	855,000	*	21,755	21,755	*		
San Diego County Employees Retirement Association	650,000	*	16,539	16,539	*		
SG Cowen Securities Corporation(6)	2,000,000	1.33%	50,890	50,890	*		
Sphinx Convertible Arbitrage c/o Forest Investment Management L.L.C.	30,000	*	763	763	*		
Sphinx Fund c/o TQA Investors, LLC	200,000	*	5,089	5,089	*		
TQA Master Fund Ltd.	2,150,000	1.43%	54,707	54,707	*		

TQA Master Plus Fund Ltd.	2,150,000	1.43%	54,707	54,707	*
UBS O Connor LLC f/b/o UBS Global Convertible Arbitrage Master Ltd.	1,000,000	*	25,445	25,445	*
Victus Capital, LP	2,000,000	1.33%	50,890	50,890	*
Wachovia Securities International Ltd.	2,000,000	1.33%	50,890	50,890	*

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby(1)	Percentage of Outstanding Notes Beneficially Owned Prior to Offering	Shares of Common Stock Issuable upon Conversion of the Notes and Available for Resale Hereby(1),(2)	Shares of Common Stock Beneficially Owned Prior to the Offering(3)	Percentage of Outstanding Common Stock Beneficially Owned Prior to the Offering(4)	Principal Amount of Notes Beneficially Owned After Completion of the Offering(5)	Shares of Common Stock Beneficially Owned After Completion of the Offering(5)
Wake Forest University	265,000	*	6,743	6,743	*		
Whitebox Convertible Arbitrage Partners LP, Whitebox Convertible Arbitrage Advisors LLC	5,000,000	3.33%	127,226	127,226	*		
Writers Guild Convertible	155,000	*	3,944	3,944	*		
Wyoming State Treasurer	455,000	*	11,577	11,577	*		
Zazove Hedged Convertible Fund L.P.	650,000	*	16,539	16,539	*		
Zazove Income Fund L.P.	650,000	*	16,539	16,539	*		
Zurich Institutional Benchmarks Master Fund LTD c/o TQA Investors, LLC	1,000,000	*	25,445	41,984	*		
Zurich Institutional Benchmarks Master Fund LTD c/o Zazove Associates LLC	650,000	*	16,539	41,984	*		
Zurich Master Hedge Fund c/o Forest Investment Management L.L.C.	206,000	*	5,241	5,241	*		

* Less than one percent.

(1) Total principal amount of notes and shares of common stock issuable upon conversion of notes listed below is more than $150,000,000 and 3,816,793 shares, respectively, because certain of the selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes in transactions exempt from the registration requirements of the Securities Act since the date on which they provided the information regarding their notes for inclusion in this table. The maximum principal amount of notes and shares of common stock issuable upon conversion of the notes that may be sold under this prospectus will not exceed $150,000,000 and 3,816,793 shares, respectively.

(2) Consists of shares of common stock issuable upon conversion of the notes, assuming the initial conversion price of $39.30 per share and a cash payment in lieu of any fractional share interests. The conversion price is subject to adjustment as described under Description of notes Conversion of the notes.

(3) Includes shares of common stock issuable upon conversion of the notes, assuming the initial conversion price of $39.30 per share and a cash payment in lieu of any fractional share interests. The conversion price is subject to adjustment as described under Description of notes Conversion of the notes.

(4) Calculated based on Rule 13d-3(d)(i) under the Securities Exchange Act of 1934, as amended, using 46,460,327 shares outstanding as of September 30, 2002. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder s notes. However, we did not assume the conversion of any other holder s notes.

(5) Assumes that all of the notes and/or all of the common stock into which the notes are convertible have been sold by the selling securityholders. Based upon this assumption, no selling securityholder will beneficially own greater than one percent of the notes or our common stock after completion of the offering.

(6) Lehman Brothers Inc. and SG Cowen Securities Corporation are broker-dealers and were initial purchasers of the notes that received customary compensation for such services.

The initial purchasers purchased all of the notes from us in a private transaction on August 5, 2002. All of the notes were restricted securities under the Securities Act prior to this registration. The selling securityholders have represented to us that they purchased the notes for their own account for investment only and not with a view toward selling or distributing them, except pursuant to sales registered under the Securities Act or exempt from such registration.

Information concerning other selling securityholders will be set forth in prospectus supplements from time to time, if required. Information concerning the securityholders may change from time to time and any changed information will be set forth in supplements to this prospectus if and when necessary. In addition, the conversion price, and therefore, the number of shares of common stock issuable upon conversion of the notes, is subject to adjustment under certain circumstances. Accordingly, the aggregate principal amount of notes and the number of shares of common stock into which the notes are convertible may increase or decrease.

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PLAN OF DISTRIBUTION

The selling securityholders and their successors, which term includes their transferees, pledges or donees or their successors may sell the notes and/or the underlying common stock directly to purchasers or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the selling securityholders of the purchasers. These discounts, concessions or commissions as to any particular underwriter, broker-dealer or agent may be in excess of those customary in the types of transactions involved.

The notes and the common stock may be sold in one or more transactions at:

- fixed prices,
- prevailing market prices at the time of sale,
- prices related to the prevailing market prices,
- varying prices determined at the time of sale, or
- negotiated prices.

These sales may be effected in transactions:

- for the common stock, on any national securities exchange or quotation service on which our common stock may be listed or quoted at the time of sale, including the Nasdaq National Market,
- in the over-the-counter market,
- otherwise than on such exchanges or services or in the over-the-counter market,
- through the writing of options, whether the options are listed on an options exchange or otherwise, or
- through the settlement of short sales.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as agent on both sides of the trade.

In connection with the sale of the notes and the underlying common stock or otherwise, the selling securityholders may enter into hedging transactions with broker-dealers or other financial institutions. The broker-dealers or financial institutions may in turn engage in short sales of the common stock in the course of hedging the positions they assume with selling securityholders. The selling securityholders may also sell the notes and the underlying common stock short and deliver these securities to close out such short positions, or loan or pledge the notes or the underlying common stock to broker-dealers that in turn may sell these securities.

The aggregate proceeds to the selling securityholders from the sale of the notes or the underlying common stock offered by them hereby will be the purchase price thereof less discounts and commissions, if any. Each of the selling securityholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

Our outstanding common stock is listed for trading on the Nasdaq National Market. We do not intend to list the notes for trading on any national securities exchange or on the Nasdaq National Market and we cannot assure you that any trading market for the notes will develop.

In order to comply with the securities laws of some states, if applicable, the notes and the underlying common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the notes may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

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The selling securityholders and any broker-dealers or agents that participate in the sale of the notes and the underlying common stock may be deemed to be underwriters within the meaning of Section 2(l1) of the Securities Act. Profits on the sale of the notes and the underlying common stock by selling securityholders and any discounts, commissions or concessions received by any broker-dealers or agents might be deemed to be underwriting discounts and commissions under the Securities Act. Selling securityholders who are deemed to be underwriters within the meaning of Section 2(l1) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. To the extent the selling securityholders may be deemed to be underwriters, they may be subject to statutory liabilities, including, but not limited to, Sections 11, 12 and 17 of the Securities Act.

The selling securityholders and any other person participating in a distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder. Regulation M of the Exchange Act may limit the timing of purchases and sales of any of the securities by the selling securityholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the securities to engage in market-making activities with respect to the particular securities being distributed for a period of up to five business days before the distribution. The selling securityholders have acknowledged that they understand their obligations to comply with the provisions of the Exchange Act and the rules thereunder relating to stock manipulation, particularly Regulation M, and have agreed that they will not engage in any transaction in violation of such provisions.

To our knowledge, there are currently no plans, arrangements or understandings between any selling securityholder and any underwriter, broker-dealer or agent regarding the sale of the common stock by the selling securityholders.

A selling securityholder may decide not to sell any notes or the underlying common stock described in this prospectus. We cannot assure you that any selling securityholder will use this prospectus to sell any or all of the notes or the underlying common stock. Any securities covered by this prospectus which qualify for sale pursuant to Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than pursuant to this prospectus. In addition, a selling securityholder may transfer, devise or gift the notes and the underlying common stock by other means not described in this prospectus.

With respect to a particular offering of the notes and the underlying common stock, to the extent required, an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is a part will be prepared and will set forth the following information:

- the specific notes or common stock to be offered and sold,
- the names of the selling securityholders,
- the respective purchase prices and public offering prices and other material terms of the offering,
- the names of any participating agents, broker-dealers or underwriters, and
- any applicable commissions, discounts, concessions and other items constituting, compensation from the selling securityholders.

We entered into the registration rights agreement for the benefit of holders of the notes to register their notes and the underlying common stock under applicable federal and state securities laws under certain circumstances and at certain times. The registration rights agreement provides that the selling securityholders and Scios will indemnify each other and their respective directors, officers and controlling persons against specific liabilities in connection with the offer and sale of the notes and the underlying common stock, including liabilities under the Securities Act, or will be entitled to contribution in connection with those liabilities. We will pay all of our expenses and specified expenses incurred by the selling securityholders incidental to the registration, offering and sale of the notes and the underlying common stock to the public, but each selling securityholder will be responsible for payment of commissions, concessions, fees and discounts of underwriters, broker-dealers and agents.

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MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following is a discussion of the material U.S. federal tax consequences relevant to the purchase, ownership, and disposition of the notes and common stock acquired upon conversion of notes. This discussion applies only to persons who hold the notes and common stock as capital assets (generally, property held for investment within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended. This discussion is based upon the Code, Treasury Regulations, Internal Revenue Service rulings and pronouncements, and judicial decisions now in effect, all of which are subject to change at any time by legislative, administrative, or judicial action, possibly with retroactive effect. This discussion does not discuss every aspect of U.S. federal taxation that may be relevant to a particular taxpayer in light of their personal circumstances or to persons who are otherwise subject to special tax treatment (including, without limitation, banks, broker-dealers, insurance companies, pension and other employee benefit plans, tax exempt organizations and entities, investors in pass-through entities, persons who acquire notes in connection with the performance of services, certain U.S. expatriates, persons holding notes or common stock as a part of a hedging or conversion transaction or a straddle, certain hybrid entities and owners of interest therein, U.S. persons whose functional currency is not the U.S. dollar and, except to the limited extent described below, persons who are not U.S. Holders (as defined below)) and it does not discuss the effect of any applicable U.S. state and local or non-U.S. tax laws or U.S. tax laws other than U.S. income tax law. The Company has not sought and will not seek any rulings from the IRS concerning the tax consequences of the purchase, ownership or disposition of the notes or common stock and, accordingly, there can be no assurance that the IRS will not successfully challenge the tax consequences described below.

If a partnership holds notes or common stock acquired upon conversion of the notes, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our notes, you should consult your tax advisor regarding the tax consequences of the ownership and disposition of the notes and common stock acquired upon conversion of the notes.

EACH PROSPECTIVE PURCHASER IS URGED TO CONSULT SUCH PURCHASER S OWN TAX ADVISOR WITH RESPECT TO THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF HOLDING AND DISPOSING OF NOTES AND COMMON STOCK, AS WELL AS ANY TAX CONSEQUENCES APPLICABLE UNDER THE LAWS OF ANY U.S. STATE, LOCAL, OR NON-U.S. TAXING JURISDICTION.

U.S. Holders

As used herein, the term U.S. Holder refers to a person that is classified for U.S. federal tax purposes as a U.S. person. For this purpose, a U.S. person includes (i) a citizen or resident of the United States, (ii) a corporation created or organized in the United States or under the laws of the United States or of any state or political subdivision thereof, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust. Notwithstanding the preceding sentence, to the extent provided in Treasury Regulations, certain trusts in existence on August 20, 1996, and treated as U.S. persons prior to such date that elect to continue to be treated as U.S. persons, shall also be considered U.S. Holders.

Interest. Interest paid or accrued on the notes will be taxable to a U.S. Holder as ordinary income at the time it is accrued or received in accordance with the holder s method of accounting for federal income tax purposes.

Conversion. A U.S. Holder of a note generally will not recognize gain or loss on the conversion of a note into common stock except with respect to cash in lieu of fractional shares. The holding period of the common stock received upon conversion will include the period during which the note was held, and the holder s

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aggregate tax basis in the common stock received upon conversion of the note will be equal to the holder s aggregate tax basis in the note at the time of conversion, less any portion allocable to any fractional share. However, a holder s tax basis in shares of common stock considered attributable to accrued interest generally will equal the amount of such accrued interest included in income, and the holding period for such shares will begin on the day following the date of conversion. A U.S. Holder of a note will recognize gain or loss for federal income tax purposes upon the receipt of cash in lieu of a fractional share of common stock in an amount equal to the difference between the amount of cash received and the holder s tax basis in such fractional share. This gain or loss should be capital gain or loss and should be taxable as described under Sale, retirement, redemption or other taxable disposition of notes, below. The fair market value of shares of common stock received which are attributable to accrued interest will be taxable as ordinary interest income.

Under Section 305 of the Code, a U.S. Holder of a note may be deemed to have received a constructive distribution from us, which may result in the inclusion of ordinary dividend income, in the event of certain adjustments, or failure to make such adjustments, to the conversion price of the notes (for example, an adjustment to reflect a taxable dividend or similar event). Similarly, a failure to adjust the conversion price of the notes could give rise to a constructive distribution to U.S. Holders of common stock.

Repurchase by Scios at the option of holders; repurchase of notes in exchange for common stock. The U.S. federal income tax consequences to a U.S. Holder who requires us to repurchase a note on a repurchase date and receives shares of our common stock in exchange therefor may depend upon whether the notes are considered to be securities within the meaning of the Code. There is no applicable statutory federal income tax definition of a security. The test as to whether a debt instrument is a security requires an overall evaluation of the nature of the debt instrument, with the term of the debt instrument usually regarded as one of the most significant factors. In general, debt instruments with a term of five years or less have not qualified as securities, whereas debt instruments with a term of ten years or more generally have qualified as securities. Because the notes have a stated term of less than ten years but longer than five years, the status of the notes is not clear.

If the notes are not securities for U.S. federal income tax purposes, a U.S. Holder that requires us to repurchase a note on a repurchase date and receives shares of common stock in complete satisfaction of the repurchase price may recognize taxable gain or loss on the repurchase. In such an event, the repurchase will be treated the same as a sale of the note, as described below under Sale, retirement, redemption or other taxable disposition of the notes.

If the notes are securities for U.S. federal income tax purposes, a U.S. Holder requires us to repurchase a note on a repurchase date and we issue shares of our common stock in full satisfaction of the repurchase price, the repurchase will be treated the same as a conversion, as described above under Conversion.

Repurchase by Scios at the option of holders; repurchase of notes in exchange for common stock and cash. If the notes are not securities for U.S. federal income tax purposes, a U.S. Holder requires us to repurchase a note on a repurchase date and we deliver a combination of cash and shares of our common stock in payment of the repurchase price, then the repurchase will be treated the same as a sale of the note, as described below under Sale, retirement, redemption or other taxable disposition of the notes.

If the notes are securities for U.S. federal income tax purposes, a U.S. Holder that requires us to repurchase a note on a repurchase date and receives a combination of cash and shares of our common stock in payment of the repurchase price should generally recognize gain (but not loss) to the extent that the cash (other than cash received in lieu of a fractional share) and the value of the shares exceed its adjusted tax basis in the note, but in no event should the amount of recognized gain exceed the amount of cash received. This gain should be capital gain and should be taxable as described under Sale, retirement, redemption or other taxable disposition of notes, below.

The holding period of the shares received in the exchange should generally include the holding period for the note that was repurchased and the holder s aggregate tax basis in the shares received should generally be the same as its basis in the note repurchased by us (exclusive of any basis allocable to a fractional share), decreased

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by the amount of cash received (other than cash received in lieu of a fractional share), and increased by the amount of gain, if any, recognized by such holder (other than gain with respect to a fractional share). However, a U.S. Holder s tax basis in shares of common stock considered attributable to accrued interest generally will equal the amount of such accrued interest included in income and the holding period will begin on the day following the repurchase. The amount of cash and the fair market value of shares of common stock received by a holder that is attributable to accrued interest will generally be taxable to the holder as ordinary interest income. A U.S. Holder of a note will recognize gain or loss for federal income tax purposes upon the receipt of cash in lieu of a fractional share of common stock in an amount equal to the difference between the amount of cash received and the holder s tax basis in such fractional share. This gain or loss should be capital gain or loss and should be taxable as described under Sale, retirement, redemption or other taxable disposition of notes, below.

Repurchase by Scios at the option of holders; repurchase of notes in exchange for cash. Whether or not the notes are securities for U.S. federal income tax purposes, if a U.S. Holder requires us to repurchase a note on a repurchase date and we deliver to such holder cash in full satisfaction of the repurchase price, the repurchase will be treated the same as a sale of the note, as described below under Sale, retirement, redemption or other taxable disposition of the notes.

Sale, retirement, redemption or other taxable disposition of notes. Except as set forth under Conversion and Market discount, upon the sale, retirement, redemption or other taxable disposition of a note (including a repurchase of a note by a third party), a U.S. Holder will recognize gain or loss to the extent of the difference between the sum of the cash and the fair market value of any property received in exchange therefor (except to the extent attributable to the payment of accrued and unpaid interest on the notes, which generally will be taxed as ordinary income to the extent that the holder has not previously recognized this income), and the U.S. Holder s adjusted tax basis in the notes. A U.S. Holder s tax basis in a note will initially equal the cost of the note and will subsequently be increased by market discount previously included in income in respect thereof and will be reduced by any premium that the U.S. Holder has taken into account. Generally, any such gain or loss recognized by a U.S. Holder upon the sale, retirement, redemption or other taxable disposition of a note will be capital gain or loss. In the case of a non-corporate U.S. Holder, such capital gain will be subject to tax at a reduced rate if the note is held for more than one year. The deductibility of capital losses is subject to limitation.

Market discount. If a U.S. Holder acquires a note at a cost that is less than the stated redemption price at maturity of the note, the amount of such difference is treated as market discount for federal income tax purposes, unless such difference is less than .0025 multiplied by the stated redemption price at maturity multiplied by the number of complete years to maturity (from the date of acquisition). The market discount provisions of the Code require a U.S. Holder who acquires a note at a market discount to treat as ordinary income any gain recognized on the disposition of that note to the extent of the accrued market discount on that note at the time of maturity or disposition that such holder has not previously included in income. In addition, a U.S. Holder that disposes of a note with market discount in certain otherwise nontaxable transactions must include accrued market discount as ordinary income as if such holder had sold the note at its then fair market value.

A U.S. Holder may elect to include market discount in income over the life of the note. Once made, this election applies to all market discount obligations acquired on or after the first taxable year to which the election applies and may not be revoked without the consent of the IRS. In general, market discount will be treated as accruing on a straight-line basis over the remaining term of the note at the time of acquisition, or, at the election of the U.S. Holder, under a constant yield method. If an election is made, it will apply only to the note with respect to which it is made, and may not be revoked. A U.S. Holder who acquires a note at a market discount and who does not elect to include accrued market discount in income over the life of the note may be required to defer the deduction of a portion of the interest on any indebtedness incurred or maintained to purchase or carry the note until maturity or until the note is disposed of in a taxable transaction. Although the law is unclear, if a U.S. Holder acquires a note with market discount and receives common stock upon conversion of the note, the amount of accrued market discount not previously included in income with respect to the converted note through the date of conversion should be treated as ordinary income when the holder disposes of the common stock to the extent of gain recognized upon the disposition of such stock.

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Amortizable premium. A U.S. Holder who purchases a note at a premium over the sum of all amounts payable on the note after the acquisition date (other than stated interest payments) generally may elect to amortize that premium (referred to as Section 171 premium) from the purchase date to the note s maturity date under a constant-yield method that reflects semiannual compounding based on the note s payment period. The notes are subject to call provisions at our option at various times, as described under the heading Description of notes Optional redemption by Scios. A U.S. Holder will calculate the amount of Section 171 premium based on the amount payable at the applicable call date, but only if the use of the call date (in lieu of the stated maturity date) results in a smaller amortizable bond premium for the period ending on the call date. Amortizable premium will not include any amount attributable to a note s conversion feature. The amount attributable to the conversion feature may be determined under any reasonable method, including by comparing the note s purchase price to the market price of a similar note that does not have a conversion feature. Amortized Section 171 premium is treated as an offset to interest income on a note and not as a separate deduction. The election to amortize premium on a constant yield method, once made, applies to all debt obligations held or subsequently acquired by the electing U.S. Holder on or after the first day of the first taxable year to which the election applies and may not be revoked without the consent of the IRS.

Distributions on common stock. Distributions made on our common stock after a conversion generally will be taxable to U.S. Holders as ordinary income, to the extent paid out of our current or accumulated earnings and profits, then as a tax-free return of capital to the extent of the U.S. Holder s tax basis in the common stock, and thereafter as capital gain from the sale or exchange of such common stock. Subject to certain restrictions, dividends received by a corporate U.S. Holder will be eligible for a dividends received deduction.

Disposition of common stock. A U.S. Holder will recognize capital gain or loss upon the sale, exchange or other taxable disposition of the common stock in an amount equal to the difference between the amount of cash and the fair market value of other property received by the U.S. Holder and the U.S. Holder s tax basis in the common stock. In the case of a non-corporate U.S. Holder, such capital gain will be subject to tax at a reduced rate if the common stock is held for more than one year. The deductibility of capital losses is subject to limitation.

Information reporting; backup withholding. We are required to furnish to the record holders of the notes and common stock, other than corporations and other exempt holders, and to the IRS, information with respect to interest paid on the notes and dividends paid on the common stock.

A U.S. Holder may be subject to backup withholding with respect to interest paid on the notes, dividends paid on the common stock or with respect to proceeds received from a disposition of the notes or shares of common stock. Certain holders (including, among others, corporations and certain tax-exempt organizations) are generally not subject to backup withholding. A U.S. Holder will be subject to backup withholding if such holder is not otherwise exempt and such holder (i) fails to furnish its taxpayer identification number, or TIN, which, for an individual is ordinarily his or her social security number; (ii) furnishes an incorrect TIN; (iii) is notified by the IRS that it has failed to properly report payments of interest or dividends; or (iv) fails to certify, under penalties of perjury, that it has furnished a correct TIN and that the IRS has not notified the U.S. Holder that it is subject to backup withholding. Backup withholding is not an additional tax but, rather, is a method of tax collection. U.S. Holders will be en titled to credit any amounts withheld under the backup withholding rules against their actual tax liabilities provided the required information is furnished to the IRS.

Non-U.S. Holders

As used herein, the term Non-U.S. Holder refers to a person that is classified for U.S. federal income tax purposes as (i) a non-resident alien individual, (ii) a foreign corporation, or (iii) a nonresident alien fiduciary of a foreign estate or trust.

Interest. In general, a Non-U.S. Holder will not be subject to U.S. federal withholding tax with respect to interest received on the notes so long as (a) the Non-U.S. Holder does not actually or constructively own 10% or

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more of the total combined voting power of all our classes of stock entitled to vote, (b) the Non-U.S. Holder is not a controlled foreign corporation that is related to us actually or constructively through stock ownership, and (c) the Non-U.S. Holder provides its name and address, and certifies, under penalties of perjury, that it is not a U.S. person (which certification may be made on an IRS Form W-8BEN (or successor form)) or the Non-U.S. Holder holds its notes through certain foreign intermediaries, and the Non-U.S. Holder and the foreign intermediary satisfy the certification requirements of applicable Treasury Regulations.

If a Non-U.S. Holder cannot satisfy the requirements described above, payments of interest to such holder will be subject to the 30% U.S. federal withholding tax, unless the holder provides us with a properly executed (1) IRS Form W-8BEN (or successor form) claiming an exemption from or reduction in withholding under the benefit of an applicable tax treaty or (2) IRS Form W-8ECI (or successor form) stating that interest paid on the note is not subject to withholding tax because it is effectively connected with the conduct of a U.S. trade or business. If a Non-U.S. Holder is engaged in a trade or business in the United States and interest on a note is effectively connected with the conduct of that trade or business, the holder will be subject to U.S. federal income tax on that interest on a net income basis (although the holder will be exempt from the 30% withholding tax, provided the certification requirements described above are satisfied) in the same manner as if the Non-U.S. Holder was a U.S. person as defined under the Code. In addition, if the Non-U.S. Holder is a foreign corporation, it may be subject to a branch profits tax equal to 30% (or lower applicable treaty rate) of its earnings and profits for the taxable year, subject to adjustments, that are effectively connected with its conduct of a trade or business in the United States.

Dividends on common stock. In general, dividends (i.e., distributions or deemed distributions to the extent of our current or accumulated earnings and profits for federal income tax purposes) received by Non-U.S. Holders of common stock will be subject to withholding of U.S. federal income tax at a 30% rate, unless such rate is reduced by an applicable income tax treaty. Dividends that are effectively connected with such Non-U.S. Holder s conduct of a trade or business in the United States (and if a tax treaty applies, dividends that are attributable to a U.S. permanent establishment of such Holder) are generally subject to U.S. federal income tax at on a net income basis and are exempt from the 30% withholding tax (assuming compliance with certain certification requirements). Any such effectively connected dividends received by a Non-U.S. Holder that is a corporation may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or such lower rate as may be applicable under an income tax treaty.

In order to claim the benefit of a tax treaty or to claim exemption from withholding because the income is effectively connected with the conduct of a trade or business in the U.S., a Non-U.S. Holder must provide a properly executed IRS Form W-8BEN for treaty benefits or W-8ECI for effectively connected income (or such successor form as the IRS designates), prior to the payment of dividends. These forms must be periodically updated. Non-U.S. Holders may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund.

In addition, the conversion rate of the notes is subject to adjustment in some circumstances which could give rise to a taxable deemed distribution to Non-U.S. Holders of notes. See U.S. Holders Conversion, above.

Gain on disposition of notes or common stock. Non-U.S. Holders generally will not be subject to U.S. federal income taxation, including by way of withholding, on gain recognized on a disposition of notes or common stock so long as (i) the gain is not effectively connected with the conduct by the Non-U.S. Holder of a trade or business within the United States (or if a tax treaty applies, the gain is not effectively connected with the conduct by the Non-U.S. Holder of a trade or business within the United States and attributable to a U.S. permanent establishment maintained by such Non-U.S. Holder) and (ii) in the case of a Non-U.S. Holder who is an individual, such Non-U.S. Holder is not present in the United States for 183 days or more in the taxable year of disposition and certain other requirements are met.

A Non-U.S. Holder whose gain is effectively connected with the conduct of a trade or business within the United States generally will be subject to U.S. federal income tax on the net gain derived from the sale. Any such

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effectively connected gain received by a Non-U.S. Holder that is a corporation may also, under certain circumstances, be subject to an additional branch profits tax at a 30% rate or such lower rate as may be applicable under an income tax treaty. An individual Non-U.S. Holder who is present in the United States for 183 days or more in the taxable year of disposition and meets certain other conditions will be subject to a 30% U.S. federal income tax on the gain derived from the sale.

United States federal estate tax. A note held by an individual who at the time of death is not a citizen or resident of the United States, as specifically defined for United States federal estate tax purposes, will not be subject to United States federal estate tax if the individual did not actually or constructively own 10% or more of the total combined voting power of all classes of our stock and, at the time of the individual s death, payments with respect to that note would not have been effectively connected with the conduct by that individual of a trade or business in the United States. Common stock held by an individual who at the time of death is not a citizen or resident of the United States, as specifically defined for United States federal estate tax purposes, will be included in that individual s estate for United States federal estate tax purposes, and the applicable rate of tax may be reduced or eliminated if an estate tax treaty otherwise applies.

Information reporting; backup withholding. Generally, payments of interest or principal on the notes to Non-U.S. Holders will not be subject to information reporting or backup withholding if the Non-U.S. Holder certifies, under penalties of perjury, as to its foreign status or otherwise establishes an exemption.

We must report annually to the IRS and to each Non-U.S. Holder the amount of dividends paid to each Non-U.S. Holder on common stock (and the tax withheld with respect thereto), regardless of whether withholding was reduced or eliminated by an applicable tax treaty. Pursuant to tax treaties or other agreements, the IRS may make its reports available to tax authorities in the recipient s country of residence.

Backup withholding will generally not apply to payments of dividends made by us to a Non-U.S. Holder of common stock if the holder has provided its TIN or the required certification that it is not a U.S. person as described above. Information reporting may still apply with respect to such dividends even if such certification is provided. Notwithstanding the foregoing, backup withholding may apply if we have actual knowledge, or reason to know, that the holder is a U.S. person.

Information reporting requirements and backup withholding generally will not apply to any payments of the proceeds of the disposition of notes or shares of common stock effected outside the U.S. by a foreign office or a foreign broker (as defined in applicable Treasury regulations). However, unless such broker has documentary evidence in its records that the beneficial owner is a Non-U.S. Holder and certain other conditions are met, or the beneficial owner otherwise establishes an exemption, information reporting (but not backup withholding) will apply to any such payments effected outside the U.S. by such a broker if it:

1. derives 50% or more of its gross income for certain periods from the conduct of a trade or business in the U.S.;

2. is a controlled foreign corporation for U.S. federal income tax purposes; or

3. is a foreign partnership that, at any time during its taxable year, has 50% or more of its income or capital interests owned by U.S. persons or is engaged in the conduct of a U.S. trade or business.

Payments of the proceeds of a disposition of notes or shares of common stock effected by the U.S. office of a broker will be subject to information reporting requirements and backup withholding tax unless the Non-U.S. Holder properly certifies under penalties of perjury as to its foreign status and certain other conditions are met or it otherwise establishes an exemption.

Any amount withheld under the backup withholding rules may be credited against the Non-U.S. Holder s U.S. federal income tax liability and any excess may be refundable if the proper information is provided to the IRS.

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LEGAL MATTERS

Certain legal matters in connection with the notes and the underlying shares of common stock offered hereby will be passed upon for us by Latham & Watkins, San Francisco, California.

EXPERTS

The consolidated financial statements incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2001 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

INCORPORATION BY REFERENCE

We have elected to incorporate by reference certain information into this prospectus. By incorporating by reference, we can disclose important information to you by referring you to another document we have filed with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for information incorporated by reference that is superseded by information contained in this prospectus. This prospectus incorporates by reference the documents set forth below that we have previously filed with the SEC.

our Annual Report on Form 10-K for the year ended December 31, 2001, filed with the SEC on March 15, 2002;

the information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2001, from our Proxy Statement for our 2002 Annual Meeting of Stockholders, filed with the SEC on March 21, 2002;

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2002, June 30, 2002 and September 30, 2002, filed with the SEC on May 2, 2002, August 14, 2002 and November 12, 2002, respectively;

our Current Reports on Form 8-K filed with the SEC on July 26, 2002 and August 6, 2002; and

the description of our common stock contained in our registration statement on Form 8-A, filed with the SEC on June 19, 1990, including any amendments or reports filed to update such information.

All documents that we file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus to the end of the offering of the notes under this prospectus shall also be deemed to be incorporated in this prospectus by reference. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may obtain copies of these documents (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into such documents) from us without charge by writing to us at Scios Inc., 820 West Maude Avenue, Sunnyvale, California 94085, or calling us at (408) 616-8200.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can inspect and copy these reports, proxy statements, and other information at the public reference facilities of the SEC, in room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549. You can also obtain copies of these materials from the public reference section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on its reference room. The SEC also maintains a web site that contains reports, proxy statements, and other information regarding registrants that file electronically with the SEC (www.sec.gov).

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$150,000,000

SCIOS INC.

5.50% Convertible Subordinated Notes Due 2009
Shares of Common Stock Issuable Upon Conversion of the Notes

PROSPECTUS

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. ***Other Expenses of Issuance and Distribution.***

The following table sets forth the costs and expenses payable by the registrant in connection with the sale of the 5.50% Convertible Subordinated Notes Due 2009 and the common stock being registered. All of the amounts shown are estimates except the Securities and Exchange Commission (the Commission) registration fee.

	Amount
Commission Registration Fee	$ 13,800
*Costs of Printing	20,000
*Legal Fees and Expenses	100,000
*Accounting Fees and Expenses	20,000
*Miscellaneous Expenses	15,000
*Total	$ 168,800

* Estimated

Item 15. ***Liability and Indemnification of Directors and Officers.***

The Company s Amended and Restated Certificate of Incorporation provides that to the fullest extent permitted by the Delaware General Corporation Law (DGCL), a director of the Company shall not be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. The effect of the provision of the Company s Amended and Restated Certificate of Incorporation is to eliminate the rights of the Company and its stockholders (through stockholders derivative suits on behalf of the Company) to recover monetary damages against a director for breach of the fiduciary duty of care as a director (including breaches resulting from negligent or grossly negligent behavior) except in certain situations set forth in Section 102(b)(7) of the DGCL. This provision does not limit or eliminate the rights of the Company or any stockholder to seek nonmonetary relief such as an injunction or rescission in the event of a breach of a director s duty of care.

Under Section 145 of the DGCL, a corporation may indemnify its directors, officers, employees and agents and its former directors, officers, employees and agents and those who serve, at the corporation s request, in such capacities with another enterprise, against expenses (including attorney s fees), as well as judgments, fines and settlements in nonderivative lawsuits, actually and reasonably incurred in connection with the defense of any action, suit or proceeding in which they or any of them were or are made parties or are threatened to be made parties by reason of their serving or having served in such capacity. The DGCL provides, however, that such person must have acted in good faith and in a manner he or she reasonably believed to be in (or not opposed to) the best interests of the corporation and, in the case of a criminal action, such person must have had no reasonable cause to believe his or her conduct was unlawful. In addition, the DGCL does not permit indemnification in an action or suit by or in the right of the corporation, where such person has been adjudged liable to the corporation, unless, and only to the extent that, a court determines that such person fairly and reasonably is entitled to indemnity for costs the court deems proper in light of liability adjudication. Indemnity is mandatory to the extent a claim, issue or matter has been successfully defended.

The Company s Bylaws contain a provision permitted by the DGCL that provides that directors, officers and other agents will be indemnified by the Company to the fullest extent not prohibited by the DGCL. In addition, the Company has entered into indemnification agreements with each of the directors and certain officers of the Company pursuant to which the Company has agreed to indemnify such director or officer from claims, liabilities, damages, expenses, losses, costs, penalties or amounts paid in settlement incurred by such director or officer and arising out of his or her capacity as a director, officer, employee and/or agent of the corporation of

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which he or she is a director or officer to the maximum extent provided by applicable law. In addition, such director or officer will be entitled to an advance of expenses to the maximum extent authorized or permitted by law to meet the obligations indemnified against. The Company also maintains insurance for the benefit and on behalf of its directors and officers insuring against all liabilities that may be incurred by such director or officer in or arising our of his or her capacity as a director, officer, employee and/or agent of the Company.

The Company believes that its certificate of incorporation and bylaw provisions, its directors and officers liability insurance policy and its indemnification agreements are necessary to attract and retain qualified persons to serve as directors and officers of the Company.

Item 16. ***Index to Exhibits.***

Exhibit Number	Exhibit Description
4.1	Certificate of Incorporation, filed as an exhibit to Annual Report on Form 10-K for fiscal year 1994 and incorporated herein by reference.
4.1(a)	Certificate of Amendment of Certificate of Incorporation, filed as an exhibit to Annual Report on Form 10-K for fiscal year 2002 and incorporated herein by reference.
4.2	Bylaws, filed as an exhibit to S-4 Registration Statement (File No. 33-49846) filed on July 22, 1992 and incorporated herein by reference.
4.3	Indenture, dated as of August 5, 2002, between the Company and Wells Fargo Bank, National Association, as trustee, filed as an exhibit to Report on Form 8-K dated August 5, 2002.
4.4	Form of $150,000,000 aggregate principal amount 5.50% Convertible Subordinated Note due 2009, filed as an exhibit to Report on Form 8-K dated August 5, 2002.
4.5	Registration Rights Agreement dated as of August 5, 2002, by and among the Company, J.P. Morgan Securities, Inc., Lehman Brothers Inc., SG Cowen Securities Corporation, Needham & Company, Inc., Adams, Harkness & Hill, Inc. and Prudential Securities Incorporated, filed as an exhibit to Report on Form 8-K dated August 5, 2002.
4.6	Pledge Agreement dated as of August 5, 2002, among the Company, Wells Fargo Bank, National Association, as trustee, and Wells Fargo Bank, National Association, as collateral agent, filed as an exhibit to Report on Form 8-K dated August 5, 2002.
4.7	Control Agreement, dated as of August 5, 2002, by and among the Company, Wells Fargo Bank, National Association, as trustee, Wells Fargo Bank, National Association, as collateral agent, and Wells Fargo Bank, National Association, in its capacity as securities intermediary and depository bank, filed as an exhibit to Report on Form 8-K dated August 5, 2002.
5.1*	Opinion of Latham & Watkins.
12.1	Statement of Computation of Ratios.
23.1*	Consent of Latham & Watkins.
23.2	Consent of Independent Accountants.
24.1*	Power of Attorney.
25.1*	Statement of Eligibility under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee of the Bank of New York (Form T-1).

* Previously filed.

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Item 17. ***Undertakings.***

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total increase or decrease in volume of securities offered would not exceed that which was registered) and any deviation from the low or high of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price, set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the registration statement;

provided, however, that clauses (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant s annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan s annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the provisions described above, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. If a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Sunnyvale, state of California, on the 14th day of November, 2002.

SCIOS INC.

By: /S/ MATTHEW R. HOOPER

Matthew R. Hooper
Vice President and
General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President, Chief Executive Officer and Director (Principal Executive Officer)	November 14, 2002
Richard B. Brewer		
*	Senior Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	November 14, 2002
David W. Gryska		
*	Chairman of the Board	November 14, 2002
Donald B. Rice		
*	Director	November 14, 2002
Samuel H. Armacost		
*	Director	November 14, 2002
Charles A. Sanders		
*	Director	November 14, 2002
Solomon H. Snyder		
*	Director	November 14, 2002
Burton E. Sobel		
*	Director	November 14, 2002
Eugene L. Step		

*By: /s/ MATTHEW R. HOOPER

Attorney-in-Fact

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